

SUPERVALU INC
Form 4
February 08, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KNOWLTON RICHARD L

(Last) (First) (Middle)

HORMEL FOUNDATION C/O
FIRST BANK, 301 NORTH MAIN
STREET

(Street)

AUSTIN, MN 55912

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SUPERVALU INC [SVU]

3. Date of Earliest Transaction
(Month/Day/Year)
02/04/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	02/04/2005		M		6,000	A	\$ 19 16,223	D
Common Stock	02/04/2005		F		3,470	D	\$ 32.845 12,753	D
Common Stock	02/04/2005		M		6,000	A	\$ 16.125 18,753	D
Common Stock	02/04/2005		F		2,945	D	\$ 32.845 15,808	D
Common Stock	02/04/2005		M		6,000	A	\$ 18.985 21,808	D

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Common Stock	02/04/2005	F	3,468	D	\$ 32.845	18,340	D	
Common Stock						24,744.257	I	by Directors Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)
				Code	V	(A)	(D)	Title
Non-Qualified Stock Option (right to buy)	\$ 16.125	02/04/2005		M		6,000	06/27/2001 06/27/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.985	02/04/2005		M		6,000	05/29/2003 05/29/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 19	02/04/2005		M		6,000	06/29/2000 06/29/2010	Common Stock
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 32.845	02/04/2005		A		3,470	02/04/2005 06/29/2010	Common Stock
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 32.845	02/04/2005		A		2,945	02/04/2005 06/27/2011	Common Stock
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 32.845	02/04/2005		A		3,468	02/04/2005 05/29/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KNOWLTON RICHARD L HORMEL FOUNDATION C/O FIRST BANK 301 NORTH MAIN STREET AUSTIN, MN 55912	X			

Signatures

By: Warren E. Simpson, Attorney-in-Fact For: Richard L. Knowlton

02/08/2005

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Grant to reporting person of option to purchase shares of common stock under Issuer's 2002 Stock Plan (which includes tax withholding rights) in transaction exempt under Rule 16b-3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.