

SUPERVALU INC
Form 4
February 11, 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 *
HERRING J ANDREW

(Last) (First) (Middle)

11840 VALLEY VIEW ROAD

(Street)

EDEN PRAIRIE, MN 55344

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2005

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)

Evp Retail Pharmacies

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	02/10/2005		M		26,466	A	\$ 14.5
Common Stock	02/10/2005		F		11,693	D	\$ 32.82
Common Stock	02/10/2005		F		6,658	D	\$ 32.82
Common Stock	02/10/2005		M		13,665	A	\$ 20.6875
Common Stock	02/10/2005		F		8,613	D	\$ 32.82
							50,582
							38,889
							32,231
							45,896
							37,283

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Common Stock	100	I	By Son 1
Common Stock	100	I	By Son 2
Common Stock	586.1074	I	by 401(k)
Common Stock	100	I	by Daughter
Common Stock	100	I	by Son

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

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(9-02)

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 (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (Right to Buy)	\$ 20.6875	02/10/2005		M	13,665	<u>(1)</u>	04/06/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.5	02/10/2005		M	26,466	<u>(1)</u>	03/14/2010	Common Stock
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 32.82	02/10/2005		A	8,613	02/10/2005	04/06/2009	Common Stock
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 32.82	02/10/2005		A	18,351	02/10/2005	03/14/2010	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERRING J ANDREW 11840 VALLEY VIEW ROAD EDEN PRAIRIE, MN 55344			Evp Retail Pharmacies	

Signatures

Herring, J.
Andrew

02/11/2005

__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) Vesting occurs at 20% each year beginning on the grant date and continues to the fourth anniversary of the grant date.
- (2) 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.