HEYING GREGORY C

Form 4 April 08, 2005

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

asnington, D.C. 20549

Expires: January 31, 2005

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

Common

Common

Stock

Stock

(Print or Type Responses)

| 1. Name and Address of Reporting Person * HEYING GREGORY C | | | 2. Issuer Name and Ticker or Trading Symbol SUPERVALU INC [SVU] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
|--|---------|----------|--|---|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | (enter an approact) | | |
| | | | (Month/Day/Year) | Director 10% Owner | | |
| 11840 VALLEY VIEW ROAD | | | 04/06/2005 | _X_ Officer (give title Other (specify below) | | |
| | | | | Sr Vp Distribution | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| | | | Filed(Month/Day/Year) | Applicable Line) | | |
| EDEN PRAIRIE, MN 55344 | | | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Beneficial Code Disposed of (D) Beneficially (D) or (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common $A^{(1)}$ 04/06/2005 6,876 A \$0 42,830 D Stock Common 1,153.8105 I by 401(k) Stock Common by ESOP Ι 31.2351 Stock Trust

57,265

29,747

I

I

by Trust

by Wife's

Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exerc Expiration D (Month/Day/ | ate | 7. Title and A Underlying S (Instr. 3 and | Securit |
|---|---|--------------------------------------|---|---|--|--|--------------------|---|---------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amo or Num of Sh |
| Non-Qualified Stock Option (right to buy) | \$ 33.455 | 04/06/2005 | | A | 22,000 | (3) | 04/06/2012 | Common Stock | 22,0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|--------------------------------|---------------|-----------|--------------------|-------|--|
| r | Director | 10% Owner | Officer | Other | |
| HEYING GREGORY C | | | | | |
| 11840 VALLEY VIEW ROAD | | | Sr Vp Distribution | | |
| EDEN PRAIRIE, MN 55344 | | | | | |

Signatures

By: Warren E. Simpson, Attorney in Fact For: Gregory C. Heying 04/08/2005

**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) Award of restricted stock to reporting person pursuant to the Issuer's Long-Term Incentive Plan (which includes tax withholding rights) in transaction exempt under Rule 16b-3.
- (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.
- (3) Vesting occurs at 20% each year beginning on the grant date and continues to the fourth anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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