SUPERVALU INC

Form 4

January 10, 2007

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MacNaughton Duncan C	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	SUPERVALU INC [SVU]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction				
	(Month/Day/Year)	Director 10% Owner			
11840 VALLEY VIEW ROAD	01/08/2007	_X_ Officer (give title Other (specify below)			
		EVP, Merch & Mktg			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line)			
		X Form filed by One Reporting Person			
EDENI DD AIDIE MNI 55244		Form filed by More than One Reporting			

EDEN PRAIRIE, MN 55344

(State)

(Zip)

(City)

(City)	(State) (Z	Zip) Table	I - Non-De	rivative S	ecuri	ties Aco	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transaction	4. Securit		r	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed (Instr. 3,	,	·	Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	01/08/2007		J(1)	4,004	A	\$ 0	42,200	D	
Common Stock	01/08/2007		J(2)	1,042	A	\$0	43,242	D	

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

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Person

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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)	Transactionof Code Se (Instr. 8) Ac (A Di (D) (D)	Transaction Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V (A	A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0	01/08/2007		J <u>(1)</u>	4,004	06/02/2006	11/17/2013	Common Stock	4,004	
Restricted Stock Units	\$ 0	01/08/2007		J(2)	1,042	06/02/2006	12/16/2014	Common Stock	1,042	

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

MacNaughton Duncan C 11840 VALLEY VIEW ROAD EDEN PRAIRIE, MN 55344

EVP, Merch & Mktg

Signatures

By: Warren E. Simpson, Attorney-in-Fact For: Duncan C. Mac Naughton

01/10/2007

**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).

Pursuant to the merger of Albertson's, Inc. into SUPERVALU INC. on June 2, 2006, 100% of the restricted stock units granted to the reporting person under the Albertson's 1995 Amended and Restated Stock-Based Incentive Plan relating to the common stock of Albertson's, Inc. vested, and pursuant to the merger, such units were converted into the right to receive the number of shares of SUPERVALU INC. common stock indicated. The reporting person elected to defer receipt of these shares until January 2007.

- Pursuant to the merger of Albertson's, Inc. into SUPERVALU INC. on June 2, 2006, 100% of the restricted stock units granted to the reporting person under the Albertson's 2004 Equity and Performance Incentive Plan relating to the common stock of Albertson's, Inc. vested, and pursuant to the merger, such units were converted into the right to receive the number of shares of SUPERVALU INC. common stock indicated. The reporting person elected to defer receipt of these shares until January 2007.
- (3) Each restricted stock unit was the economic equivalent of one share of the Issuer's common stock.

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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