SUPERVALU INC

Form 4 May 20, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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obligations

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

may continue. See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Burdick Randy G

2. Issuer Name and Ticker or Trading Symbol

SUPERVALU INC [SVU]

(Middle) (Last) (First)

7075 FLYING CLOUD DRIVE

3. Date of Earliest Transaction

(Month/Day/Year)

05/16/2014

Director 10% Owner Other (specify

(Check all applicable)

5. Relationship of Reporting Person(s) to

X_ Officer (give title below) below)

(Street) 4. If Amendment, Date Original

(Zip)

Filed(Month/Day/Year)

EVP, Chief Information Officer 6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

Issuer

EDEN PRAIRIE, MN 55344

(City)

Security

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed

(State)

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Am Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Sec Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Non-Qualified Stock Option (right to buy)	\$ 7.5	05/16/2014		A	110,668		<u>(2)</u>	05/16/2024	Common Stock	
Restricted Stock Units	\$ 0 (3)	05/16/2014		A	8,000		02/28/2015	02/28/2015	Common Stock	
Restricted Stock Units	\$ 0 (4)	05/16/2014		A	16,667		<u>(5)</u>	<u>(5)</u>	Common Stock	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Burdick Randy G 7075 FLYING CLOUD DRIVE EDEN PRAIRIE, MN 55344

EVP, Chief Information Officer

Signatures

By: Stuart McFarland, Attorney in Fact For: Randy G. Burdick

05/20/2014

**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 2012 Stock Plan (which includes tax withholding rights) in transaction exempt under Rule 16b-3.
- (2) Vesting occurs at 34%, 33% and 33% on each of the first three anniversaries of the Grant Date.
- (3) Each restricted stock unit represents a contingent right to receive the cash value of one share of SUPERVALU common stock.
- (4) Each restricted stock unit represents a contingent right to receive one share of SUPERVALU common stock.
- (5) The units will be converted into shares of SUPERVALU common stock on the first three anniversaries of the May 16, 2014 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. 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.

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