

PUBLIX SUPER MARKETS INC
Form 11-K/A
June 28, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 11-K/A

ANNUAL REPORT

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the fiscal year ended December 31, 2001

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission file number 0-981

A. Full title of the plan and the address of the plan, if different from
that of the issuer named below:

PUBLIX SUPER MARKETS, INC. 401(k) SMART PLAN

B. Name of issuer of the securities held pursuant to the plan and the
address of its principal executive office:

PUBLIX SUPER MARKETS, INC.
1936 GEORGE JENKINS BOULEVARD
LAKELAND, FLORIDA 33815

PUBLIX SUPER MARKETS, INC. 401(k) SMART PLAN

Index to Financial Statements and Schedules

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Independent Auditors' Report

Financial Statements:

Statement of Net Assets Available for Plan Benefits, with Fund Information -
December 31, 2001

Statement of Net Assets Available for Plan Benefits, with Fund Information -
December 31, 2000

Statement of Changes in Net Assets Available for Plan Benefits,
with Fund Information - Year ended December 31, 2001

Statement of Changes in Net Assets Available for Plan Benefits,
with Fund Information - Year ended December 31, 2000

Notes to Financial Statements

Schedules:

1 Schedule of Assets Held for Investment Purposes -
December 31, 2001

2 Schedule of Reportable Transactions - Year ended
December 31, 2001

INDEPENDENT AUDITORS' REPORT

The Administrative Committee
Publix Super Markets, Inc.
401(k) SMART Plan:

We have audited the accompanying statements of net assets available for plan benefits, with fund information, of Publix Super Markets, Inc. 401(k) SMART Plan (the "Plan") as of December 31, 2001 and 2000, and the related statements of changes in net assets available for plan benefits, with fund information, for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and

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significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of the Plan as of December 31, 2001 and 2000, and the changes in net assets available for plan benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of assets held for investment purposes as of December 31, 2001 and reportable transactions for the year ended December 31, 2001, are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedules are the responsibility of the Plan's management. The fund information in the statements of net assets available for plan benefits and the statements of changes in net assets available for plan benefits is presented for purposes of additional analysis rather than to present the net assets available for plan benefits and changes in net assets available for plan benefits of each fund. The supplemental schedules and fund information have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

KPMG LLP

Tampa, Florida
June 7, 2002

PUBLIX SUPER MARKETS, INC. 401(k) SMART PLAN

Statement of Net Assets Available for Plan Benefits, with Fund Information
December 31, 2001

| Assets | International Fund | Small Cap Blend Fund | Asset Allocation Funds | | |
|--------|-----------------------|-------------------------|--------------------------|--------------------------|-------------------|
| | | | Long-Term/ Aggressive | Medium-Term/ Moderate | Short- Conserv |
| ----- | ---- | ----- | ----- | ----- | ----- |

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| | | | | | |
|--|-------------|---------|-----------|-----------|------|
| Investments, at fair value | \$2,423,888 | 565,681 | 1,812,345 | 4,642,213 | 921, |
| Employer Contribution Receivable | --- | --- | --- | --- | --- |
| Total Assets | \$2,423,888 | 565,681 | 1,812,345 | 4,642,213 | 921, |
| ===== | | | | | |
| Net Assets Available for Plan Benefits: | | | | | |
| Active Participants | \$2,335,072 | 551,564 | 1,705,489 | 4,435,043 | 892, |
| Non-active Participants | 88,816 | 14,117 | 106,856 | 207,170 | 28, |
| | \$2,423,888 | 565,681 | 1,812,345 | 4,642,213 | 921, |
| ===== | | | | | |

See accompanying notes to financial statements.

(Continued)

PUBLIX SUPER MARKETS, INC. 401(k) SMART PLAN

Statement of Net Assets Available for Plan Benefits, with Fund Information (Continued)
December 31, 2001

| Assets | Equity Index/ S&P 500 Index Fund | Intermediate Term Bond Fund | Fixed Income Fund | Publix Stock Fund | Part L |
|--|---|-----------------------------------|-------------------------|-------------------------|-----------|
| ----- | ----- | ----- | ----- | ----- | --- |
| Investments, at fair value | \$15,540,042 | 2,630,952 | 13,856,287 | 258,771,543 | 23, |
| Employer Contribution Receivable | --- | --- | --- | 15,075,699 | --- |
| Total Assets | \$15,540,042 | 2,630,952 | 13,856,287 | 273,847,242 | 23, |
| ===== | | | | | |
| Net Assets Available for Plan Benefits: | | | | | |
| Active Participants | \$14,725,997 | 2,545,775 | 13,158,274 | 254,148,649 | 23, |
| Non-active Participants | 814,045 | 85,177 | 698,013 | 19,698,593 | |

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| | | | | |
|--------------------------------|-----------------------------|------------------------------|-------------------------------|-----------------------|
| ----- \$15,540,042 ===== | ----- 2,630,952 ===== | ----- 13,856,287 ===== | ----- 273,847,242 ===== | ----- 23, ===== |
|--------------------------------|-----------------------------|------------------------------|-------------------------------|-----------------------|

See accompanying notes to financial statements.

PUBLIX SUPER MARKETS, INC. 401(k) SMART PLAN

Statement of Net Assets Available for Plan Benefits, with Fund Information
December 31, 2000

| Assets ----- | International Fund ----- | Asset Allocation Funds | | | Aggres Growt Fund ----- |
|--|--------------------------------|------------------------|----------------------|---------------------|----------------------------------|
| | | Long-Term ----- | Medium-Term ----- | Short-Term ----- | |
| Investments, at fair value | \$2,534,318 | 1,362,380 | 4,176,867 | 554,627 | 46,032, |
| Employer Contribution Receivable | --- | --- | --- | --- | --- |
| Total Assets | \$2,534,318 ===== | 1,362,380 ===== | 4,176,867 ===== | 554,627 ===== | 46,032, ===== |
| Net Assets Available for Plan Benefits: | | | | | |
| Active Participants | \$2,322,088 | 1,244,604 | 3,802,185 | 516,900 | 41,188, |
| Non-active Participants | 212,230 | 117,776 | 374,682 | 37,727 | 4,843, |
| | \$2,534,318 ===== | 1,362,380 ===== | 4,176,867 ===== | 554,627 ===== | 46,032, ===== |

| Assets ----- | Fixed Income Fund ----- | Publix Stock Fund ----- | Participants' Loans ----- | Total ----- |
|----------------------------|----------------------------------|----------------------------------|---------------------------------|----------------|
| Investments, at fair value | \$10,225,007 | 244,861,436 | 23,230,724 | 348,887,078 |

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| | | | | |
|-------------------------|--------------|-------------|------------|-------------|
| Employer Contribution | | | | |
| Receivable | --- | 13,818,591 | --- | 13,818,591 |
| | ----- | ----- | ----- | ----- |
| Total Assets | \$10,225,007 | 258,680,027 | 23,230,724 | 362,705,669 |
| | ===== | ===== | ===== | ===== |
| Net Assets Available | | | | |
| for Plan Benefits: | | | | |
| Active Participants | \$ 9,371,135 | 231,556,715 | 23,230,724 | 327,766,553 |
| Non-active Participants | 853,872 | 27,123,312 | --- | 34,939,116 |
| | ----- | ----- | ----- | ----- |
| | \$10,225,007 | 258,680,027 | 23,230,724 | 362,705,669 |
| | ===== | ===== | ===== | ===== |

See accompanying notes to financial statements.

PUBLIX SUPER MARKETS, INC. 401(k) SMART PLAN

Statement of Changes in Net Assets Available for Plan Benefits, with Fund Information
Year ended December 31, 2001

| | International Fund | Small Cap Blend Fund | Long-Term/ Aggressive | Medium-Term/ Moderate | Short Conser |
|---------------------------------|-----------------------|-------------------------|--------------------------|--------------------------|-----------------|
| | ---- | ----- | ----- | ----- | ----- |
| Additions to Net Assets | | | | | |
| Attributed to: | | | | | |
| Contributions: | | | | | |
| Employee | \$ 946,851 | 81,283 | 903,720 | 1,277,022 | 421, |
| Employer - Stock | --- | --- | --- | --- | --- |
| | ----- | ----- | ----- | ----- | ----- |
| Total Contributions | 946,851 | 81,283 | 903,720 | 1,277,022 | 421, |
| | ----- | ----- | ----- | ----- | ----- |
| Investment Income (Loss): | | | | | |
| Net Appreciation (Depreciation) | | | | | |
| in Fair Value of Investments | (189,009) | 35,641 | (123,380) | (131,308) | 15, |
| Dividends | --- | --- | --- | --- | --- |
| Interest | 78 | --- | 75 | 106 | --- |

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| | | | | | |
|--|-------------|---------|-----------|-----------|------|
| Total Investment | | | | | |
| Income (Loss) | (188,931) | 35,641 | (123,305) | (131,202) | 15, |
| Participants' Loans | (22,589) | 5,244 | (57,503) | (79,543) | (14, |
| Total Increase in Plan Assets | 735,331 | 122,168 | 722,912 | 1,066,277 | 422, |
| Deductions from Net Assets | | | | | |
| Attributed to: | | | | | |
| Distributions to Participants | (148,380) | (8,778) | (89,191) | (299,974) | (57, |
| Interfund Transfers | (697,381) | 452,291 | (183,756) | (300,957) | 2, |
| Total Increase (Decrease) in Plan Assets | (845,761) | 443,513 | (272,947) | (600,931) | (55, |
| Net Increase (Decrease) in Plan Assets | (110,430) | 565,681 | 449,965 | 465,346 | 366, |
| Net Assets Available for Plan Benefits: | | | | | |
| Beginning of year | 2,534,318 | --- | 1,362,380 | 4,176,867 | 554, |
| End of year | \$2,423,888 | 565,681 | 1,812,345 | 4,642,213 | 921, |

See accompanying notes to financial statements.

(Continued)

PUBLIX SUPER MARKETS, INC. 401(k) SMART PLAN

Statement of Changes in Net Assets Available for Plan Benefits, with Fund Information (Continued)
Year ended December 31, 2001

| | Equity Index/ S&P 500 Index Fund | Intermediate Term Bond Fund | Fixed Income Fund | Publix Stock Fund |
|-------------------------|---|-----------------------------------|-------------------------|-------------------------|
| | ---- | ---- | ---- | ---- |
| Additions to Net Assets | | | | |
| Attributed to: | | | | |

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| | | | | |
|---|--------------|-----------|-------------|--------------|
| Contributions: | | | | |
| Employee | \$ 4,114,026 | 346,992 | 3,117,643 | 45,549,119 |
| Employer - Stock | --- | --- | --- | 15,075,699 |
| | ----- | ----- | ----- | ----- |
| Total Contributions | 4,114,026 | 346,992 | 3,117,643 | 60,624,818 |
| | ----- | ----- | ----- | ----- |
| Investment Income (Loss): | | | | |
| Net Appreciation (Depreciation) in Fair Value of Investments | (1,937,057) | (135,513) | 871,794 | (43,438,880) |
| Dividends | 116,595 | 103,002 | --- | 1,779,673 |
| Interest | 340 | --- | 247 | 310,750 |
| | ----- | ----- | ----- | ----- |
| Total Investment Income (Loss) | (1,820,122) | (32,511) | 872,041 | (41,348,457) |
| | ----- | ----- | ----- | ----- |
| Participants' Loans | (271,748) | (213,815) | (1,226,218) | 1,569,853 |
| | ----- | ----- | ----- | ----- |
| Total Increase in Plan Assets | 2,022,156 | 100,666 | 2,763,466 | 20,846,214 |
| | ----- | ----- | ----- | ----- |
| Deductions from Net Assets Attributed to: | | | | |
| Distributions to Participants | (783,220) | (27,933) | (1,366,906) | (12,053,756) |
| Interfund Transfers | (1,608,521) | 2,558,219 | 2,234,720 | 6,374,757 |
| | ----- | ----- | ----- | ----- |
| Total Increase (Decrease) in Plan Assets | (2,391,741) | 2,530,286 | 867,814 | (5,678,999) |
| | ----- | ----- | ----- | ----- |
| Net Increase (Decrease) in Plan Assets | (369,585) | 2,630,952 | 3,631,280 | 15,167,215 |
| | ----- | ----- | ----- | ----- |
| Net Assets Available for Plan Benefits: | | | | |
| Beginning of year | 15,909,627 | --- | 10,225,007 | 258,680,027 |
| | ----- | ----- | ----- | ----- |
| End of year | \$15,540,042 | 2,630,952 | 13,856,287 | 273,847,242 |
| | ===== | ===== | ===== | ===== |

See accompanying notes to financial statements.

PUBLIX SUPER MARKETS, INC. 401(k) SMART PLAN

Statement of Changes in Net Assets Available for Plan Benefits, with Fund Information
Year ended December 31, 2000

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| | Asset Allocation Funds | | | | Aggr Gro Fu |
|---------------------------------|-------------------------------|--------------------|----------------------|---------------------|-------------------|
| | International Fund ---- | Long-Term ----- | Medium-Term ----- | Short-Term ----- | |
| Additions to Net Assets | | | | | |
| Attributed to: | | | | | |
| Contributions: | | | | | |
| Employee | \$ 962,474 | 618,027 | 1,099,706 | 230,889 | 10,0 |
| Employer - Stock | --- | --- | --- | --- | |
| | ----- | ----- | ----- | ----- | ----- |
| Total Contributions | 962,474 | 618,027 | 1,099,706 | 230,889 | 10,0 |
| | ----- | ----- | ----- | ----- | ----- |
| Investment Income (Loss): | | | | | |
| Net Appreciation (Depreciation) | | | | | |
| in Fair Value of Investments | (116,856) | (33,480) | 16,145 | 13,425 | (8,4 |
| Dividends | 103,166 | --- | --- | --- | 5,4 |
| Interest | 224 | 14,354 | 48,285 | 5,151 | |
| | ----- | ----- | ----- | ----- | ----- |
| Total Investment | (13,466) | (19,126) | 64,430 | 18,576 | (2,9 |
| Income (Loss) | ----- | ----- | ----- | ----- | ----- |
| Participants' Loans | (33,559) | (19,620) | (85,474) | (5,911) | (1,2 |
| | ----- | ----- | ----- | ----- | ----- |
| Total Increase in Plan | 915,449 | 579,281 | 1,078,662 | 243,554 | 5,9 |
| Assets | ----- | ----- | ----- | ----- | ----- |
| Deductions from Net Assets | | | | | |
| Attributed to: | | | | | |
| Distributions to Participants | (193,862) | (54,918) | (279,097) | (18,631) | (2,8 |
| Interfund Transfers | 450,458 | 431,357 | 116,816 | 181,669 | 6,3 |
| | ----- | ----- | ----- | ----- | ----- |
| Total Increase (Decrease) | 256,596 | 376,439 | (162,281) | 163,038 | 3,5 |
| in Plan Assets | ----- | ----- | ----- | ----- | ----- |
| Net Increase in Plan Assets | 1,172,045 | 955,720 | 916,381 | 406,592 | 9,4 |
| Net Assets Available for | | | | | |
| Plan Benefits: | | | | | |
| Beginning of year | 1,362,273 | 406,660 | 3,260,486 | 148,035 | 36,5 |
| | ----- | ----- | ----- | ----- | ----- |
| End of year | \$2,534,318 | 1,362,380 | 4,176,867 | 554,627 | 46,0 |
| | ===== | ===== | ===== | ===== | ===== |

| | | | |
|-------------------------|-------------------------|------------------------|-------|
| Fixed Income Fund | Publix Stock Fund | Participants' Loans | Total |
|-------------------------|-------------------------|------------------------|-------|

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| | | | | |
|---------------------------------|--------------|--------------|------------|--------------|
| | ---- | ---- | ----- | ----- |
| Additions to Net Assets | | | | |
| Attributed to: | | | | |
| Contributions: | | | | |
| Employee | \$ 2,562,422 | 40,507,976 | --- | 60,083,982 |
| Employer - Stock | --- | 13,818,591 | --- | 13,818,591 |
| | ----- | ----- | ----- | ----- |
| Total Contributions | 2,562,422 | 54,326,567 | --- | 73,902,573 |
| | ----- | ----- | ----- | ----- |
| Investment Income (Loss): | | | | |
| Net Appreciation (Depreciation) | | | | |
| in Fair Value of Investments | --- | 14,757,589 | --- | 4,788,472 |
| Dividends | --- | 1,271,717 | --- | 6,865,818 |
| Interest | 572,056 | 388,525 | --- | 1,110,449 |
| | ----- | ----- | ----- | ----- |
| Total Investment | | | | |
| Income (Loss) | 572,056 | 16,417,831 | --- | 12,764,739 |
| | ----- | ----- | ----- | ----- |
| Participants' Loans | (345,806) | (4,374,829) | 5,328,501 | (1,095,760) |
| | ----- | ----- | ----- | ----- |
| Total Increase in Plan | | | | |
| Assets | 2,788,672 | 66,369,569 | 5,328,501 | 85,571,552 |
| | ----- | ----- | ----- | ----- |
| Deductions from Net Assets | | | | |
| Attributed to: | | | | |
| Distributions to Participants | (835,634) | (14,470,055) | --- | (19,699,548) |
| Interfund Transfers | 1,006,199 | (9,223,745) | --- | --- |
| | ----- | ----- | ----- | ----- |
| Total Increase (Decrease) | | | | |
| in Plan Assets | 170,565 | (23,693,800) | --- | (19,699,548) |
| | ----- | ----- | ----- | ----- |
| Net Increase in Plan Assets | 2,959,237 | 42,675,769 | 5,328,501 | 65,872,004 |
| | ----- | ----- | ----- | ----- |
| Net Assets Available for | | | | |
| Plan Benefits: | | | | |
| Beginning of year | 7,265,770 | 216,004,258 | 17,902,223 | 296,833,665 |
| | ----- | ----- | ----- | ----- |
| End of year | \$10,225,007 | 258,680,027 | 23,230,724 | 362,705,669 |
| | ===== | ===== | ===== | ===== |

See accompanying notes to financial statements.

PUBLIX SUPER MARKETS, INC. 401(k) SMART PLAN

Notes to Financial Statements

December 31, 2001 and 2000

(1) Description of Plan and Summary of Accounting Policies

The following description of the Publix Super Markets, Inc. 401(k) SMART Plan (the "Plan") provides only general information. Participants should refer to the Plan document or the Summary Plan Description for a complete description of the Plan provisions.

The Plan, which became effective January 1, 1995, is a voluntary defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Plan was amended and restated as of July 1, 2001 to include, among other changes, revised eligibility requirements to participate in the Plan, modifications to the loan provisions, a provision for participants to transfer matching contributions and earnings thereon from the Publix Stock Fund to one of the other investment fund options, the addition of a bond fund as a designated investment and GUST remediations as required under various governmental acts. Employees of Publix Super Markets, Inc. and its wholly owned subsidiaries, Publix Alabama, LLC, PublixDirect, LLC and Publix Asset Management Company (the "Company" or "Publix") are eligible to participate in the Plan six months after their hire date, if they are at least 18 years of age. The Plan year is a calendar year.

(a) Contributions

During Plan years 2001 and 2000, eligible employees could contribute up to 8% of their annual eligible compensation, subject to the maximum contribution limits established by Federal law. Participants may invest their contributions and the earnings thereon among eleven investment fund options offered under the Plan. The Company may make a discretionary annual matching contribution to eligible participants of the Plan as determined by the Company's Board of Directors. During 2001 and 2000, the Company's Board of Directors approved a match of 50% of eligible contributions up to 3% of eligible wages, not to exceed a maximum match of \$750 per employee. The match, which is determined as of the last day of the Plan year and paid in the subsequent Plan year, was in the form of common stock of Publix Super Markets, Inc. Participants may request a transfer of the match and earnings thereon from the Publix Stock Fund to one of the other investment fund options, which is processed by the Plan Administrator on the next valuation effective date for the common stock of Publix Super Markets, Inc.

(b) Participant Accounts

Two separate accounts are maintained for each participant, a Savings Contribution Account and a Matching Contribution Account (the "Accounts"). Plan earnings are allocated and credited to the Accounts as of each valuation date. Each participant's share of earnings is determined by the Plan Administrator on a weighted average basis, so that each participant receives a pro-rata share. Forfeitures of non-vested Company contributions by separated or former participants are used to reduce future Company matching contributions. Forfeitures, and earnings thereon, totaled \$264,412 and \$348,131 for the years ended December 31, 2001 and 2000, respectively.

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PUBLIX SUPER MARKETS, INC. 401(k) SMART PLAN

Notes to Financial Statements

December 31, 2001 and 2000

(c) Vesting

Participants are immediately vested in their contributions and earnings thereon. For the Plan years 2001 and 2000, Company matching contributions and earnings thereon were 100% vested upon completing five years of credited service, reaching age 60, total disability or death. Matching contributions cannot be withdrawn or distributed until vested.

(d) Loans to Participants

All actively employed Plan participants with available account balances may apply for a loan from their Accounts. The minimum amount a participant may borrow is \$1,000. The maximum amount that a participant may borrow is the lesser of: 1) 50% of the balances in the participant's Savings Contribution Account and vested Matching Contribution Account; or 2) \$50,000 less the participant's highest outstanding loan balance during the previous twelve month period. However, any money held by the participant in the Publix stock component of the Publix Stock Fund cannot be borrowed. Participants may initiate one loan each year and may only have one outstanding loan at a time. All legal and administrative costs incurred as a result of a loan are paid by the participant. The interest rate is determined by the Primary Trustee as of the first day of each calendar quarter based on the United States prime interest rate as published in the Wall Street Journal. The interest rate on a loan is fixed for the term of the loan.

A participant can choose repayment terms of up to five years. Repayment of principal and interest are made through after-tax payroll deductions each pay period. Repayment of principal and interest are credited pro-rata to the participant's Savings Contribution Account and Matching Contribution Account and reinvested according to the participant's current investment elections. Upon separation of employment all unpaid principal and accrued interest on any loan outstanding is immediately due and payable. Participants may repay a loan in total at any time after the loan has been in effect for at least 90 days and must wait 30 days between paying off one loan and initiating a new loan.

(e) Termination of Plan

The Company expects to continue the Plan indefinitely, but is not contractually obligated to do so. The Company reserves the right to amend or discontinue the Plan at any time. If the Plan is ever terminated, participants will be fully vested in all amounts credited to their accounts.

(f) Distribution of Benefits

Upon reaching age 59 1/2, a participant who is actively employed by the Company may elect to withdraw all or a portion of his/her Savings Contribution Account and the vested portion of his/her Matching

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Contribution Account. The minimum withdrawal amount is \$1,000 or the vested balance in the Accounts if less than \$1,000.

A participant who reaches age 70 1/2 may begin receiving a distribution of benefits on or before April 1st of the calendar year following the year in which the participant reaches age 70 1/2 or retires, whichever is later.

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(Continued)

PUBLIX SUPER MARKETS, INC. 401(k) SMART PLAN

Notes to Financial Statements

December 31, 2001 and 2000

Upon separation of employment with the Company, participants may elect to receive full distribution of their Savings Contribution Account and their vested Matching Contribution Account balances as of the valuation date immediately preceding the date of distribution, subject to certain restrictions on the sale of Publix stock. If the value of the participant's vested Accounts is \$5,000 or less, the participant will receive an automatic distribution from the Plan no later than 60 days after the end of the Plan year in which the participant separates from employment. If the value of the participant's Savings Contribution Account and vested Matching Contribution Account exceeds \$5,000, the participant may elect to defer distribution.

Payment of deferred distributions must be made to a participant or his/her beneficiary no later than 60 days after the end of the Plan year in which the participant reaches age 62. If the beneficiary is the participant's surviving spouse, such beneficiary may defer distribution until the participant would have reached age 70 1/2.

(g) Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting.

(h) Investments

The market value of Publix Super Markets, Inc. common stock is based upon quarterly appraisals prepared by an independent appraiser. The fair value of other investments is determined based upon quoted market prices.

(i) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles and ERISA requires the Plan to make estimates and assumptions that affect the reported amounts of net assets available for plan benefits and disclosure of contingent assets and liabilities as of the date of the financial statements and

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the reported amounts of changes in net assets available for plan benefits during the reporting period. Actual results could differ from those estimates.

(2) Administration of the Plan

The Primary Trustee for the Plan, State Street Bank and Trust Company, is responsible for maintaining custody of the investment funds and other assets in which the employee contributions are invested, excluding Publix stock. Tina P. Johnson is the Trustee responsible for maintaining custody of the Publix stock component of the Publix Stock Fund. CitiStreet LLC serves as the third-party Plan Administrator. The Plan administration costs, excluding loan fees, are paid by Publix.

Effective July 3, 2001, State Street Bank and Trust Company replaced Chase Manhattan Bank, N.A. as the Primary Trustee and CitiStreet LLC replaced Metropolitan Life Insurance Company as the third-party Plan Administrator.

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(Continued)

PUBLIX SUPER MARKETS, INC. 401(k) SMART PLAN

Notes to Financial Statements

December 31, 2001 and 2000

(3) Investments

The Plan consists of the following investment options:

(a) International Fund

This fund seeks long-term capital growth by investing in stocks and debt obligations of companies and governments located outside the United States. International investments contain additional risks not associated with U.S. domestic issues. The fund can be expected to experience wider variation in its value than the other funds described herein.

The "Templeton Foreign Fund - Class A," a mutual fund, was the investment vehicle for the International Fund through July 2, 2001. This fund was generally diversified across approximately 40 countries and more than 30 different industries. This fund was designed for long-term investors who sought growth of capital and could tolerate the greater risks associated with investments in foreign securities.

Effective July 3, 2001, the "SSgA International Growth Opportunities Fund," a commingled fund, was selected as the investment vehicle for the International Fund. This fund seeks capital growth in

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international stocks by identifying growth opportunities among the most competitive and dominant non-U.S. companies. This fund is designed for long-term investors seeking growth of capital and willing to accept the greater risks associated with investments in foreign securities.

(b) Small Cap Blend Fund

This fund seeks long-term capital growth by investing in securities of small to medium-sized companies. The fund was added to the Plan as of July 3, 2001.

The "Managers Special Equity Fund," a mutual fund, was selected as the investment vehicle for the Small Cap Blend Fund. This fund invests in the stocks of small to medium-sized companies with the potential for capital appreciation as a result of earnings growth and/or improvements in equity valuation. This fund is designed for long-term investors seeking to invest in smaller companies and willing to accept the risks associated with such investments.

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(Continued)

PUBLIX SUPER MARKETS, INC. 401(k) SMART PLAN

Notes to Financial Statements

December 31, 2001 and 2000

(c) Asset Allocation Funds

These funds are growth and income funds which use an asset allocation approach. These funds may consist of common and preferred stocks, governmental and corporate bonds, and other securities or investment opportunities designed to provide for both current income and capital appreciation. These funds can be expected to experience wider variation in value than the Fixed Income Fund.

Three MetLife/UAM TimeStyle Portfolios were the investment vehicles for the Asset Allocation Funds through July 2, 2001. These portfolios offered diversification by automatically blending risk across different types of investments. The assets in these portfolios were rebalanced periodically to ensure that the asset allocation was consistent over time.

MetLife/UAM Long-Term TimeStyle Portfolio

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This portfolio sought to provide long-term growth of capital by utilizing an aggressive balanced approach. This portfolio was expected to be approximately 80% invested in equities, including exposure to international markets, and 20% invested in U.S. investment-grade bonds. This was a growth portfolio for use by aggressive investors.

MetLife/UAM Medium-Term TimeStyle Portfolio

This portfolio sought to provide growth of capital and a moderate level of income by utilizing a moderate balanced approach. This portfolio was expected to be approximately 60% invested in equities, including exposure to international markets, and 40% invested in U.S. investment-grade bonds or short-term securities. This was a growth and income portfolio for use by moderate investors seeking growth of capital and some current income.

MetLife/UAM Extended Short-Term TimeStyle Portfolio

This portfolio sought to provide capital preservation with moderate growth and current income utilizing a conservative balanced approach. This portfolio was expected to be approximately 40% invested in equities, including exposure to international markets, 45% invested in U.S. investment-grade bonds and 15% in short-term securities. This was an income-oriented portfolio for use by conservative investors seeking some growth of capital.

Effective July 3, 2001, three SSgA Balanced Funds, commingled funds, were selected as the investment vehicles for the Asset Allocation Funds. These funds are portfolios containing stocks, bonds and fixed income investments. These funds offer diversification by automatically blending risk across different types of investments.

SSgA Aggressive Strategic Balanced Fund

This fund seeks to provide capital growth. This fund seeks to match a composite benchmark that is made up of 85% stocks and 15% bonds. The fund provides diversification of returns and market risk by incorporating a broad set of asset classes which may stabilize the fund during market fluctuations. This fund is designed for aggressive investors with a long-term investment time frame due to the fund's significant emphasis on stock holdings.

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(Continued)

PUBLIX SUPER MARKETS, INC. 401(k) SMART PLAN

Notes to Financial Statements

December 31, 2001 and 2000

SSgA Moderate Strategic Balanced Fund

This fund seeks to provide capital growth with some income. This fund

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seeks to match a composite benchmark that is made up of 55% stocks and 45% bonds. The fund provides diversification of returns and market risk by incorporating a broad set of asset classes which may stabilize the fund during market fluctuations. This fund is designed for somewhat aggressive investors with a medium-term investment time frame due to the fund's emphasis on stock holdings.

SSgA Conservative Strategic Balanced Fund

This fund seeks to provide income and a modest level of capital growth. The fund seeks to match a composite benchmark that is made up of 25% stocks and 75% bonds. The fund provides diversification of returns and market risk by incorporating a broad set of asset classes which may stabilize the fund during market fluctuations. This fund is designed for conservative investors with a short to medium-term investment time frame due to the fund's emphasis on bond holdings.

(d) Aggressive/Large Cap Growth Fund

This fund consists of a portfolio invested primarily in common stocks and other securities or investment opportunities providing long-term capital growth. This fund seeks long-term capital growth by investing primarily in securities of companies with large market capitalizations.

The "Fidelity Contrafund," a mutual fund, was the investment vehicle for the Aggressive/Large Cap Growth Fund through July 2, 2001. This fund invested in the securities of U.S. and international companies that were believed to be undervalued.

Effective July 3, 2001, the "Smith Barney Large Cap Growth (A) Fund," a mutual fund, was selected as the investment vehicle for the Aggressive/Large Cap Growth Fund. This fund invests in the stocks of nationally known companies which lead their industries in product, distribution or service strength. This fund is designed for aggressive investors seeking long-term returns with possible large fluctuations in the short term.

(e) Large Cap Value Fund

This fund seeks to invest in growing companies that are selling at value prices and holds on to them for the long term. The fund was added to the Plan as of July 3, 2001.

The "Davis New York Venture (A) Fund," a mutual fund, was selected as the Large Cap Value Fund. The fund invests primarily in stocks in the financial services, pharmaceutical and health care industries. The fund seeks to identify stocks that have specific, long-term trends that should provide consistent growth over time. This fund is designed for aggressive investors seeking to invest entirely in the stocks of large, established companies.

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PUBLIX SUPER MARKETS, INC. 401(k) SMART PLAN

Notes to Financial Statements

December 31, 2001 and 2000

(f) Equity Index/S&P 500 Index Fund

This fund consists of a portfolio invested primarily in common stocks which, in the aggregate, are intended to replicate the total return of the Standard & Poor's 500 Composite Stock Price Index ("S&P 500 Index"), and/or a portfolio of comparable investments. The fund is intended to provide for long-term growth of capital, and secondarily for long-term growth of income (or to provide a similar investment return).

The "MetLife Stock Market Index Guarantee Account" was the investment vehicle for the Equity Index/S&P 500 Index Fund through July 2, 2001. It consisted of most of the stocks of the S&P 500 Index.

Effective July 3, 2001, the "SSgA S&P 500 Index Fund," a mutual fund, was selected as the Equity Index/S&P 500 Index Fund. This fund buys and holds stocks in the same market-weighted proportions as the S&P 500 Index, and trades stocks only when there is a change in the S&P 500 Index. The fund is designed for moderate to aggressive investors seeking to invest in the stocks of the S&P 500 Index.

(g) Intermediate Term Bond Fund

This fund seeks to control market risk while maximizing income by investing in investment-grade fixed income securities with an intermediate maturity. This fund was added to the Plan as of July 3, 2001.

The "PIMCO Total Return Fund," a mutual fund, was selected as the Intermediate Term Bond Fund. This fund invests in U.S. government bonds, corporate bonds, mortgage-backed securities and bonds of non-U.S. issuers. This fund is designed for investors seeking current income while minimizing the fluctuation of their investment.

(h) Fixed Income Fund

This fund consists of a portfolio invested in commercial paper, U.S. government or Federal agency obligations, short-term corporate obligations, bank certificates of deposit, savings accounts and/or comparable investments designed to provide maximum protection of capital with a conservative rate of return.

The "MetLife Guaranteed Fixed Income Account" was the investment vehicle for the Fixed Income Fund through July 2, 2001. It consisted of one or more MetLife guaranteed interest contracts ("GICs"), which were intended to provide the advantage of intermediate-term rates with protection from potential fluctuations in interest rates during the guarantee period. The GIC rate was 6.35% as of July 2, 2001 and 6.50% as of December 31, 2000.

Effective July 3, 2001, the "SSgA Stable Value Fund," a commingled fund, was selected as the Fixed Income Fund. This fund seeks to maintain the value of the initial investment while providing current

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income. This fund invests in stable value investments such as GICs, money market instruments and short-term funds such as Treasury bills with an average weighted maturity of one and a half to three years. The fund is designed for investors seeking minimal market risk and modest growth, while maintaining principal and liquidity.

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(Continued)

PUBLIX SUPER MARKETS, INC. 401(k) SMART PLAN

Notes to Financial Statements

December 31, 2001 and 2000

(i) Publix Stock Fund

This fund includes two components: Publix stock and cash awaiting investment in Publix stock. Cash awaiting investment in Publix stock is invested in a short-term fixed income funding vehicle (MetLife GIC through July 2, 2001; subsequent to July 2, 2001, SSgA Yield Enhanced Short Term Investment Fund, a commingled fund). The cash component of this fund includes employee contributions and loan repayments, transfers from other investments to purchase Publix stock, dividends earned on Publix stock and income earned on all of these deposits. The cash component of this fund is used to purchase Publix stock on specified purchase dates. The fund provides an opportunity for long-term capital growth. Because this fund is not diversified, it may experience wider variation in value than the other funds described herein.

As of December 31, 2001, investments in the Smith Barney Large Cap Growth (A) Fund and Publix Stock Fund each represented 5.0% or more of the Plan's net assets available for plan benefits. As of December 31, 2000, investments in the Fidelity Contrafund, Publix Stock Fund and MetLife Stock Market Index Guarantee Account each represented 5.0% or more of the Plan's net assets available for plan benefits.

PUBLIX SUPER MARKETS, INC. 401(k) SMART PLAN

Notes to Financial Statements

December 31, 2001 and 2000

(4) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for plan benefits per the financial statements to the Form 5500:

| | December 31, ----- | |
|--|------------------------|----------------------|
| | 2001 ---- | 2000 ---- |
| Net assets available for plan benefits per the financial statements | \$377,738,677 | 362,705,669 |
| Amounts allocated to withdrawing participants | (6,068,586) | (2,292,367) |
| Excess contributions | (460,953) | (473,846) |
| | ----- | ----- |
| Net assets available for plan benefits per the Form 5500 | \$371,209,138 ===== | 359,939,456 ===== |

The following is a reconciliation of employee contributions and distributions to participants per the financial statements to the Form 5500:

| | Year ended December 31, ----- | |
|--|----------------------------------|--------------|
| | 2001 ---- | 2000 ---- |
| Employee Contributions ----- | | |
| Per the financial statements | \$ 66,278,913 | 60,083,982 |
| Less: Excess contributions for years ended December 31, 2001 and 2000 | (460,953) | (473,846) |

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| | | |
|---|---------------|-------------|
| Add: Excess contributions for years ended December 31, 2000 and 1999 | 473,846 | 298,958 |
| | ----- | ----- |
| Per the Form 5500 | \$ 66,291,806 | 59,909,094 |
| | ===== | ===== |
| Distributions to Participants | | |
| ----- | | |
| Per the financial statements | \$ 16,976,943 | 19,699,548 |
| Add: Amounts allocated to withdrawing participants at December 31, 2001 and 2000 | 6,068,586 | 2,292,367 |
| Less: Amounts allocated to withdrawing participants at December 31, 2000 and 1999 | (2,292,367) | (1,373,082) |
| | ----- | ----- |
| Per the Form 5500 | \$ 20,753,162 | 20,618,833 |
| | ===== | ===== |

(5) Tax Status

The Plan has received a favorable tax determination letter from the Internal Revenue Service under Section 401(a) of the Internal Revenue Code (the "Code"), as amended. As such, the Plan is exempt from Federal income taxes under Section 501(a) of the Code. The Plan Administrator believes that the Plan has been and is currently being operated in compliance with the applicable requirements of the Code and the Plan document.

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(Continued)

Schedule 1

PUBLIX SUPER MARKETS, INC. 401(k) SMART PLAN
 Schedule of Assets Held for Investment Purposes
 December 31, 2001

| Name of Issuer and Title of Issue | Number of Shares | Cost | Fair Value |
|--|---------------------|--------------|---------------|
| ----- | ----- | ---- | ----- |
| Marketable: | | | |
| International Fund | | | |
| ----- | | | |
| SSgA International Growth Opportunities Fund * | --- | \$ 2,505,027 | 2,423,888 |
| Small Cap Blend Fund | | | |
| ----- | | | |
| Managers Special Equity Fund | --- | 530,062 | 565,681 |

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| | | | |
|----------------------------------|-----------|---------------|-------------|
| Asset Allocation Funds | | | |
| ----- | | | |
| SSgA Balanced Funds: | | | |
| SSgA Aggressive Strategic | | | |
| Balanced Fund * | --- | 1,854,099 | 1,812,345 |
| SSgA Moderate Strategic | | | |
| Balanced Fund * | --- | 4,684,348 | 4,642,213 |
| SSgA Conservative Strategic | | | |
| Balanced Fund * | --- | 909,005 | 921,131 |
| | | | |
| Aggressive/Large Cap Growth Fund | | | |
| ----- | | | |
| Smith Barney Large Cap | | | |
| Growth (A) Fund * | --- | 38,297,976 | 36,832,957 |
| | | | |
| Large Cap Value Fund | | | |
| ----- | | | |
| Davis New York Venture (A) Fund | --- | 994,550 | 1,040,656 |
| | | | |
| Equity Index/S&P 500 Index Fund | | | |
| ----- | | | |
| SSgA S&P 500 Index Fund * | --- | 16,405,484 | 15,540,042 |
| | | | |
| Intermediate Term Bond Fund | | | |
| ----- | | | |
| PIMCO Total Return Fund | --- | 2,743,297 | 2,630,952 |
| | | | |
| Fixed Income Fund | | | |
| ----- | | | |
| SSgA Stable Value Fund * | --- | 13,548,405 | 13,856,287 |
| | | | |
| Publix Stock Fund | | | |
| ----- | | | |
| Marketable: | | | |
| SSgA Yield Enhanced Short Term | | | |
| Investment Fund * | --- | 11,775,986 | 11,798,739 |
| | | | |
| Non-Marketable: | | | |
| Common Stock of Publix Super | | | |
| Markets, Inc. * | 6,023,727 | 217,624,802 | 246,972,804 |
| | | | |
| Participants' Loans | | 23,625,283 | 23,625,283 |
| | | ----- | ----- |
| | | \$335,498,324 | 362,662,978 |
| | | ===== | ===== |

* Parties-in-interest

PUBLIX SUPER MARKETS, INC. 401(k) SMART PLAN

Schedule of Reportable Transactions
Year ended December 31, 2001

| Asset ----- | Purchase Price ----- | Selling Price ----- | Cost of Asset ----- | Ne Ga --- |
|--|----------------------------|---------------------------|---------------------------|-----------------|
| Aggressive/Large Cap Growth Fund ----- | | | | |
| Smith Barney Large Cap Growth (A) Fund * | \$ 43,453,301 | 4,767,942 | 5,155,326 | (387, |
| Equity Index/S&P 500 Index Fund ----- | | | | |
| SSgA S&P 500 Index Fund * | 19,104,548 | 2,574,141 | 2,699,064 | (124, |
| Fixed Income Fund ----- | | | | |
| SSgA Stable Value Fund * | 21,284,451 | 7,770,832 | 7,736,046 | 34, |
| Publix Stock Fund ----- | | | | |
| MetLife Guaranteed Interest Contract * | 70,334,433 | 70,536,293 | 70,334,892 | 201, |
| SSgA Yield Enhanced Short Term Investment Fund * | 33,371,406 | 21,704,779 | 21,595,430 | 109, |
| Common Stock of Publix Super Markets, Inc. * | <u>79,621,125</u> | <u>35,086,100</u> | <u>29,854,441</u> | <u>5,231,</u> |

* Parties-in-interest

SIGNATURE

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Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the Publix Super Markets, Inc. 401(k) SMART Plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

PUBLIX SUPER MARKETS, INC.
401(k) SMART PLAN

Date: June 28, 2002

By: /s/Tina P. Johnson

Tina P. Johnson
Senior Vice President
and Trustee of the 401(k)
SMART Plan - Publix Stock
Fund