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NICHOLSON S SCOTT Form 3 October 15, 2002

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response...0.5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 3

INITIAL STATEMENT OF 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

Name and Address of Reporting Person*	2.	Date of Event Requiring Statement (Month/Day/Year)	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
Nicholson, S. Scott		10/14/02		
(Last) (First) (Middle)				
Fleming Companies, Inc. 1945 Lakepointe Drive	4.	Issuer Name and Ticker or Trading Symbol	5.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)
(Street)		Fleming Companies, Inc. (FLM)		O Director O 10% Owner
				X Officer (give title below)
	6.	If Amendment, Date of Original (Month/Day/Year)		Other (specify below)
Lewisville, TX 75029				Senior Vice President - Operations
(City) (State) (Zip)			7.	Individual or Joint/Group Filing (Check Applicable Line)
				X Form Filed by One Reporting Person
				O Form Filed by More than One Reporting Person

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

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* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

Table I Non-Derivative Securities Beneficially Owned				
1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)	
Common Stock \$2.50 Par Value	9,652	D		
		Page 2		

Title of Derivative Security (Instr. 4)	. Date Exand Expirati (Month/I		3. Title and Amount Underlying Deriva (Instr. 4)		Conversion 5. or Exercise Price of Derivative Security	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownershi (Instr. 5)
	Date Exer- cisable	Expi- ration Date	Title	Amount or Number of Shares			
Employee Stock Option (Right to Buy)	(1)	5/30/04	Common Stock	1,000	\$24.8125	D	
Employee Stock Option (Right to Buy)	(2)	5/30/04	Common Stock	1,000	\$24.8125	D	
Employee Stock Option (Right to Buy)	(3)	9/5/06	Common Stock	4,000	\$16.3750	D	
Employee Stock Option (Right to Buy)	(4)	8/10/09	Common Stock	1,600	\$11.7188	D	
Employee Stock Option (Right to Buy)	(5)	9/5/10	Common Stock	3,000	\$15.4100	D	

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Explanation of Responses:

- (1) Grant of stock option under the 1985 Plan which vested at 25% per year beginning on 6/1/95.
- (2) Grant of stock option under the 1985 Plan. The option becomes exercisable in 10% increments subject to certain performance requirements.
- (3) Grant of stock option under the 1996 Plan which vested at 25% per year beginning on 9/7/97.
- (4) Grant of stock option under the 1999 Plan which vests at 25% per year beginning on 8/11/00.
- (5) Grant of stock option under the 2000 Plan which vests at 25% per year beginning on 9/6/01.

/s/ S. SCOTT NICHOLSON	10/15/02
**Signature of Reporting	ng Date

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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