

HAMADA ROBERT S
 Form 4/A
 January 24, 2003

 OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5
 obligations may continue. See Instruction 1(b).

(Print of Type Responses)

1. Name and Address of Reporting Person*

Hamada	Robert	S.
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(Last)	(First)	(Middle)
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University of Chicago 1101 E. 58th Street		
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(Street)

Chicago	IL	60637
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(City)	(State)	(Zip)
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2. Issuer Name and Ticker or Trading Symbol

Fleming Companies, Inc. (FLM)

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Day/Year

11/21/02

5. If Amendment, Date of Original (Month/Day/Year)

11/25/02

6. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

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Director
 Officer (give title below)

10% Owner
 Other (specify below)

7. Individual or Joint/Group Filing (Check Applicable line)

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

1. Title of Security (Instr. 3)	2. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	Price

FORM 4 (continued)

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

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1.	2.	3.	3A.	4.	5.	6.	7.
Title of	Conver-	Trans-	Deemed	Trans-	Number of	Date	Title and Amount
Derivative	sion	action	Execut-	action	Derivative	Exercisable and	of Underlying
Security	or	Date	ion	Code	Securities	Expiration Date	Securities
(Instr. 3)	Exer-	(mm/dd/ yy)	Date if (mm/dd/ yy)	(Instr. 8) ----- Code V	Acquired (A) or Disposed of (D) ----- (Instr. 3, 4 and 5) ----- (A) (D)	(Month/Day/Year) ----- Date Expira-	(Instr. 3 and 4) ----- Amount or Number of Shares
	Price of Deriv-						
	ative Secur-						
	ity						

Stock Equivalent Units	1-for-1	11-21-02		A	1,594.787	(1)	(1)	Common Stock	1,594.7
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Explanation of Responses:

ROBERT S. HAMADA

1/24/03

**Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, see Instruction

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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).

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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