WILLMOTT PETER S Form 4 March 14, 2003

OMB APPROVAL
OMB Number: 3235-028
Expires: January 31, 2005
Estimated average burden
hours per response

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 Reporti	ng Person*		
Willmott	Peter	S.	
(Last) Willmott Services, Inc. 333 North Michigan Avenue, Suite	(First)	(Middle)	
	(Street)		
Chicago,	IL	60601	
(City)	(State)	(Zip)	
2. Issuer Name and Ticker or T Fleming Companies, Inc. (FLM)	rading Symbol		
3. I.R.S. Identification Numbe	r of Reporting P	erson, if an entity (voluntary)
4. Statement for Month/Day/Yea	r		
3/12/03			
5. If Amendment, Date of Origi	nal (Month/Day/Y	ear)	

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

	x Directo									
7.	Individual (
====	Table		erivative S	ecurities Accially Owned	quired, Di		ed of,			
			2. Trans-	2A. Deemed	3. Transaction Code		4. Securities Acquired Disposed of (D) (Instr. 3, 4 and 5)		(A) or	
	e of Security er. 3)		action Date	Date, if any	(Instr.	8) 	(A or Amount (D	<u>-</u>	Price	

FORM 4 (continued)

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

1.	ative	3. Trans- action Date	ion	8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		of Under Securiti	es 3 and 4)
Title of Derivative Security								Expira- tion		or Number of
(Instr. 3)					(A)	(D)	cisable	Date	Title	Shares
Employee Sto Option (Righ to Buy)	t	3/12/03		A	150,(000	(1)	3/11/13	Common Stock	150,000
========	======	=======	=======				-======	=======	=======	=======
Explanation	of Respo	nses:								

PETER S. WILLMOTT 3/14/03

**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 $4\left(b\right)\left(v\right)$.

** 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.

Page 2