

FLEMING COMPANIES INC /OK/

Form SC 13G/A

February 11, 2003

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934

(Amendment No. 6)*

Fleming Companies, Inc.

(Name of Issuer)

Common Stock

(Title of Class and Securities)

339130106

(CUSIP Number of Class of Securities)

Check the appropriate box to designate the rule pursuant to which
this
Schedule is filed:

/X/ Rule 13d-1(b)
/ / Rule 13d-1(c)
/ / Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a
reporting person's initial filing on this form with respect to the
subject class of securities, and for any subsequent amendment
containing information which would alter the disclosures provided
in a prior page.

The information required in the remainder of this cover page shall
not be deemed to be "filed" for the purpose of Section 18 of the
Securities Exchange Act of 1934 ("Act") or otherwise subject to
the
liabilities of that section of the Act but shall be subject to all
other provisions of the Act (however, see the Notes).

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(Continued on following page(s))

CUSIP No. 339130106
13G

(1) NAMES OF REPORTING PERSONS
Southeastern Asset Management, Inc. I.D. No. 62-0951781

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
(a)
(b) X

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Tennessee

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON : (5) SOLE VOTING POWER
: (Discretionary Accounts)
: 1,793,900 shares

WITH : (6) SHARED OR NO VOTING POWER
8,000,000 shares (shared)
998,100 shares (No

Vote)

: (7) SOLE DISPOSITIVE POWER
(Discretionary Accounts)
: 2,792,000 shares

: (8) SHARED DISPOSITIVE POWER
: 8,000,000 shares (Shared)
0 shares (None)

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
(Discretionary & Non-discretionary Accounts)
10,792,000 shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES
CERTAIN SHARES -X- See Items 4(c)(ii) and (iv).

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
19.8 %

(12) TYPE OF REPORTING PERSON

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IA

CUSIP No. 339130106

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(1) NAMES OF REPORTING PERSONS

Longleaf Partners Small-Cap Fund

I.D. No. 62-1376170

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b) X

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts Business Trust

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON : (5) SOLE VOTING POWER
: None

WITH : (6) SHARED VOTING POWER
8,000,000 shares

: (7) SOLE DISPOSITIVE POWER

: None

: (8) SHARED DISPOSITIVE POWER

: 8,000,000 shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,000,000 shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.7 %

(12) TYPE OF REPORTING PERSON

IV

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13G

(1) NAMES OF REPORTING PERSONS
O. Mason Hawkins

I.D. No. 257-72-3256

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
(a)
(b) X

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Citizen of United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON : (5) SOLE VOTING POWER
: (Discretionary Accounts)
: None

WITH : (6) SHARED VOTING POWER
: None

: (7) SOLE DISPOSITIVE POWER
: None

: (8) SHARED DISPOSITIVE POWER
: None

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
None (See Item 3)

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES
CERTAIN SHARES

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.0%

(12) TYPE OF REPORTING PERSON
IN

Item 1.

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(a). Name of Issuer: Fleming Companies, Inc.

(b). Address of Issuer's Principal Executive Offices:

1945 Lakepointe Dr., Box 299013
Lewisville, Texas 75029

Item 2.

(a) and (b). Names and Principal Business Addresses of
Persons

Filing:

- (1) Southeastern Asset Management, Inc.
6410 Poplar Ave., Suite 900
Memphis, TN 38119
- (2) Longleaf Partners Small-Cap Fund
c/o Southeastern Asset Management, Inc.
6410 Poplar Avenue, Suite 900
Memphis, TN, 38119
- (3) Mr. O. Mason Hawkins
Chairman of the Board and C.E.O.
Southeastern Asset Management, Inc.
6410 Poplar Ave., Suite 900
Memphis, TN 38119

(c). Citizenship:

Southeastern Asset Management, Inc. - A Tennessee
corporation

Longleaf Partners Small-Cap Fund, a series of Longleaf
Partners
Funds Trust, a Massachusetts business trust

Mr. O. Mason Hawkins - U.S. Citizen

(d). Title of Class of Securities: Common Stock (the
"Securities").

(e). Cusip Number: 339130106

Item 3. If this statement is filed pursuant to Rules 13d-1 (b) or
13d-2 (b), check whether the person filing is a:

- (d.) Investment Company registered under Sec. 8 of the Investment
Company Act - Longleaf Partners Small-Cap Fund, a series of
Longleaf Partners Funds Trust.
- (e.) Investment Adviser registered under Section 203 of the
Investment Advisers Act of 1940. This statement is being
filed
by Southeastern Asset Management, Inc. as a registered
investment
adviser. All of the securities covered by this report are
owned
legally by Southeastern's investment advisory clients and

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none

are owned directly or indirectly by Southeastern. As permitted by Rule 13d-4, the filing of this statement shall not be construed as an admission that Southeastern Asset Management, Inc. is the beneficial owner of any of the securities covered by this statement.

(g) Parent Holding Company. This statement is also being filed by Mr. O. Mason Hawkins, Chairman of the Board and C.E.O. of Southeastern Asset Management, Inc. in the event he could be deemed to be a controlling person of that firm as the result of his official positions with or ownership of its voting securities.

The existence of such control is expressly disclaimed. Mr. Hawkins does not own directly or indirectly any securities covered by this statement for his own account. As permitted by Rule 13d-4, the filing of this statement shall not be construed as an admission that Mr. Hawkins is the beneficial owner of any of the securities covered by this statement.

Item 4. Ownership:

(a). Amount Beneficially Owned: (At 12/31/02)
10,792,000 shares

(b). Percent of Class:
19.8 %

Above percentage is based on 54,501,000 shares of Common Stock outstanding.

(c). Number of shares as to which such person has:

(i). sole power to vote or to direct the vote:
1,793,900 shares

(ii). shared or no power to vote or to direct the vote:
Shared - 8,000,000 shares.
Securities owned by the following series of

Longleaf

Partners Funds Trust, an open-end management investment company registered under the

Investment

Company Act of 1940, as follows:

Longleaf Partners Small-Cap Fund - 8,000,000 shares

No Power to Vote - 998,100 shares. This figure does not include 2,098,300 shares held by completely non-

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discretionary accounts over which the filing parties have neither voting nor dispositive power and for which the filing parties disclaim beneficial ownership.

(iii). sole power to dispose or to direct the disposition

of:

2,792,000 shares

(iv). shared or no power to dispose or to direct the disposition of:

Shared - 8,000,000 shares
Securities owned by the following series of

Longleaf

Partners Funds Trust, an open-end management investment company registered under the

Investment

Company Act of 1940, as follows:

Longleaf Partners Small-Cap Fund - 8,000,000 shares

No Power - 0 shares. This figure does not include 2,098,300 shares held by completely non-discretionary accounts over which the filing parties have neither voting nor dispositive power and for which the filing parties disclaim beneficial ownership.

Item 5. Ownership of Five Percent or Less of a Class: N/A

Item 6. Ownership of More Than Five Percent on Behalf of Another Person: N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company: N/A

Item 8. Identification and Classification of Members of the Group: N/A

Item 9. Notice of Dissolution of Group: N/A

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose and do not have the effect of changing or influencing the control

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of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signatures

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete, and correct.

Dated: February 3, 2003

Southeastern Asset Management, Inc.

By /s/ Andrew R. McCarroll

Andrew R. McCarroll
Vice President and General Counsel

Longleaf Partners Small-Cap Fund
By Southeastern Asset Management, Inc.

By /s/ Andrew R. McCarroll

Andrew R. McCarroll
Vice President and General Counsel

O. Mason Hawkins, Individually

/s/ O. Mason Hawkins

Joint Filing Agreement

In accordance with Rule 13d-1(f) under the Securities Exchange Act of 1934, the persons or entities named below agree to the joint filing on behalf of each of them of this Schedule 13G with respect to the Securities of the Issuer and further agree that this joint filing agreement be included as an exhibit to this Schedule 13G.

In evidence thereof, the undersigned hereby execute this Agreement as of February 3, 2003.

Southeastern Asset Management, Inc.

By /s/ Andrew R. McCarroll

Andrew R. McCarroll
Vice President and General Counsel

Longleaf Partners Small-Cap Fund
By Southeastern Asset Management, Inc.

By /s/ Andrew R. McCarroll

Andrew R. McCarroll
Vice President and General Counsel

O. Mason Hawkins, Individually

/s/ O. Mason Hawkins
