

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **1994-02-10**  
SEC Accession No. **0000912057-94-000293**

([HTML Version](#) on [secdatabase.com](#))

### SUBJECT COMPANY

#### **FLEMING COMPANIES INC /OK/**

CIK: **352949** | IRS No.: **480222760** | State of Incorporation: **OK** | Fiscal Year End: **1227**  
Type: **SC 13G/A** | Act: **34** | File No.: **005-10341** | Film No.: **94505907**  
SIC: **5140** Groceries & related products

Business Address  
6301 WATERFORD BLVD  
P O BOX 26647  
OKLAHOMA CITY OK 73126  
4058407200

### FILED BY

#### **INVESCO MIM PLC**

CIK: **864047** | State of Incorporation: **CO** | Fiscal Year End: **1231**  
Type: **SC 13G/A**

Mailing Address  
11 DEVONSHIRE SQUARE  
LONDON EC2M 4YR X0

Business Address  
11 DEVONSHIRE SQUARE  
LONDON EC2M 4YR X0

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G. INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
13D-1(B) AND AMENDMENTS THERETO FILED PURSUANT TO 13D-2(B)

## SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 2 )\*

FLEMING COMPANIES  
-----

(Name of Issuer)

COMMON  
-----

(Title of Class of Securities)

339130106  
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(CUSIP Number)

Check the following box if a fee is being paid with this statement. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.) / /

\*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 Notes).

CUSIP No. 339130106  
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(1) Names of Reporting Persons. S.S. or I.R.S. Identification Nos. of Above Persons

INVESCO PLC

No. S.S. or I.R.S. Identification Number

(2) Check the Appropriate Box if a Member of a Group (See Instructions) (a) / /  
(b) /X/

(3) SEC Use Only

(4) Citizenship or Place of Organization

England

Number of Shares

(5) Sole Voting Power

Beneficially

None

Owned by

(6) Shared Voting Power

Each Reporting

3,485,790

Person With

(7) Sole Dispositive Power

None

(8) Shared Dispositive Power

3,485,790

(9) Aggregate Amount Beneficially Owned by Each Reporting Person  
3,485,790

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions) / /

(11) Percent of Class Represented by Amount in Row (9)

9.5%

(12) Type of Reporting Person (See Instructions)

H.C.

CUSIP No. 339130106  
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(1) Names of Reporting Persons. S.S. or I.R.S. Identification Nos. of Above Persons

INVESCO North American Group, Ltd.  
No. S.S. or I.R.S. Identification Number

(2) Check the Appropriate Box if a Member of a Group (See Instructions) (a) / /  
(b) /X/

(3) SEC Use Only

(4) Citizenship or Place of Organization

England

Number of Shares Beneficially Owned by Each Reporting Person With	(5) Sole Voting Power None
	(6) Shared Voting Power 3,451,290
	(7) Sole Dispositive Power None
	(8) Shared Dispositive Power 3,451,290

(9) Aggregate Amount Beneficially Owned by Each Reporting Person  
3,451,290

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) / /

(11) Percent of Class Represented by Amount in Row (9)  
9.4%

(12) Type of Reporting Person (See Instructions)  
H.C.

CUSIP No. 339130106  
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(1) Names of Reporting Persons. S.S. or I.R.S. Identification Nos. of Above Persons

INVESCO, Inc.  
I.R.S. I.D. No. 58-1995394

(2) Check the Appropriate Box if a Member of a Group (See Instructions) (a) / / (b) /X/

(3) SEC Use Only

(4) Citizenship or Place of Organization

State of Delaware

Number of Shares Beneficially Owned by Each Reporting Person With (5) Sole Voting Power None (6) Shared Voting Power 3,451,290 (7) Sole Dispositive Power None (8) Shared Dispositive Power 3,451,290 (9) Aggregate Amount Beneficially Owned by Each Reporting Person 3,451,290 (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) / / (11) Percent of Class Represented by Amount in Row (9) 9.4% (12) Type of Reporting Person (See Instructions)

H.C.

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CUSIP No. 339130106  
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(1) Names of Reporting Persons. S.S. or I.R.S. Identification Nos. of Above Persons

INVESCO North American Holdings, Inc.  
I.R.S. I.D. No. 51-0264787

(2) Check the Appropriate Box if a Member of a Group (See Instructions) (a) / / (b) /X/

(3) SEC Use Only

(4) Citizenship or Place of Organization

State of Delaware

- Number of Shares Beneficially Owned by Each Reporting Person With
- (5) Sole Voting Power  
None
  - (6) Shared Voting Power  
3,451,290
  - (7) Sole Dispositive Power  
None
  - (8) Shared Dispositive Power  
3,451,290
- (9) Aggregate Amount Beneficially Owned by Each Reporting Person  
3,451,290
- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions) / /
- (11) Percent of Class Represented by Amount in Row (9)  
9.4%
- (12) Type of Reporting Person (See Instructions)

H.C.

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CUSIP No. 339130106  
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- (1) Names of Reporting Persons. S.S. or I.R.S. Identification Nos. of Above Persons

INVESCO Capital Management, Inc. (formerly known as INVESCO MIM, Inc.)  
I.R.S. I.D. No. 58-1707262

- (2) Check the Appropriate Box if a Member of a Group (See Instructions)
- (a) / /
  - (b) /X/

- (3) SEC Use Only

- (4) Citizenship or Place of Organization

State of Delaware

- Number of Shares Beneficially Owned by Each Reporting Person With
- (5) Sole Voting Power  
None
  - (6) Shared Voting Power  
3,451,290

Person With (7) Sole Dispositive Power  
None  
(8) Shared Dispositive Power  
3,451,290  
(9) Aggregate Amount Beneficially Owned by Each Reporting Person  
3,451,290  
(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions) / /  
(11) Percent of Class Represented by Amount in Row (9)  
9.4%  
(12) Type of Reporting Person (See Instructions)  
I.A.

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ITEM 1 (A) NAME OF ISSUER:  
Fleming Companies

ITEM 1 (B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:  
Jack W. Clark, Secretary  
6301 Waterford Blvd., P.O. Box 26647  
Oklahoma City, OK 73126-0647

ITEM 2 (A) NAME OF PERSON(S) FILING:  
INVESCO PLC

ITEM 2 (B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE,  
RESIDENCE:  
11 Devonshire Square  
London EC2M 4YR  
England

ITEM 2 (C) CITIZENSHIP:  
Organized under the laws of England

ITEM 2 (D) TITLE OF CLASS OF SECURITIES  
Common Stock

ITEM 2 (E) CUSIP NUMBER: 339130106  
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ITEM 3

IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B) OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A:

- (a) / / Broker or Dealer registered under Section 15 of the Act.
- (b) / / Bank as defined in Section 3(a)(6) of the Act.
- (c) / / Insurance Company as defined in Section 3(a)(19) of the Act.
- (d) / / Investment Company registered under Section 8 of the Investment Company Act.
- (e) / / Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940.
- (f) / / Employee Benefit Plan, Pension Fund which is subject to provisions of Employee Retirement Income Security Act of 1974 or Endowment Fund; see Rule 13d-1(b)(1)(ii)(F).
- (g) /X/ Parent Holding Company in accordance with Rule 13d-1(b)(ii)(G).
- (h) / / Group, in accordance with Rule 13d-1(b)(1)(ii)(H).

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ITEM 4 (A) - (C) OWNERSHIP:

The information in items 1 and 5-11 on the cover pages (pp 2-6) of this statement on Schedule 13G is hereby incorporated by reference.

The reporting persons expressly declare that the filing of this statement on Schedule 13G shall not be construed as an admission that they are, for the purposes of Section 13(d) or 13(g) of the Securities and Exchange Act of 1934, the beneficial owners of any securities covered by this statement.

ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS / /

Not Applicable

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

The reporting persons hold the securities covered by this report on behalf of other persons who have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of such securities. The interest of any such



persons does not exceed 5% of the class of securities.

ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARIES WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

- X INVESCO North American Group, Ltd - holding company in  
--- accordance with Rule 13d-1(b)(ii)(G)
- X INVESCO, Inc. - holding company in accordance with Rule  
--- 13d-1(b)(ii)(G)
- X INVESCO North American Holdings, Inc. - holding company also  
--- in accordance with Rule 13d-1(b)(ii)(G)
- X INVESCO Capital Management, Inc. - investment adviser  
--- registered under Section 203 of the Investment Advisers Act  
of 1940.
- INVESCO Funds Group, Inc. - investment adviser registered  
--- under Section 203 of the Investment Advisers Act of 1940.
- INVESCO Management & Research, Inc. - investment adviser  
--- registered under Section 203 of the Investment Advisers Act  
of 1940.
- X INVESCO MIM Management Limited - investment adviser  
--- organized in England.

Subsidiaries not indicated with (X) have acquired no shares of security being reported on.

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF A GROUP.

Not applicable.

ITEM 9 NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

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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 of and do not have the effect of changing or influencing the control 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.

SIGNATURE

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

Date : February 10, 1994

/s/ Michael S. Perman

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Michael S. Perman,  
as Company Secretary for each of  
INVESCO PLC and  
INVESCO North American Group, Ltd.

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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 of and do not have the effect of changing or influencing the control 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.

SIGNATURE

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

Date: February 10, 1994

/s/ Penelope P. Alexander

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Penelope P. Alexander, Secretary  
INVESCO, Inc.

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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 of and do not have the effect of changing or influencing the control 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.

SIGNATURE

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

Date: February 10, 1994

/s/ Dan J. Hesser

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Dan J. Hesser, Secretary  
INVESCO North American Holdings, Inc.

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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 of and do not have the effect of changing or influencing the control 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.

SIGNATURE

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

Date: February 10, 1994

/s/ Penelope P. Alexander

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Penelope P. Alexander, Secretary  
INVESCO Capital Management, Inc.  
(formerly known as INVESCO MIM, Inc.)