FORM 10-K

Annual report pursuant to section 13 and 15(d)

Filing Date: **1996-08-26** | Period of Report: **1996-05-31**
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FILER

GOLDEN ENTERPRISES INC

CIK:**42228**| IRS No.: **630250005** | State of Incorp.:**DE** | Fiscal Year End: **0531**
Type: **10-K** | Act: **34** | File No.: **000-04339** | Film No.: **96620519**
SIC: **2090** Miscellaneous food preparations & kindred products

Mailing Address
2101 MAGNOLIA AVE SOUTH STE 212
BIRMINGHAM AL 35205

Business Address
2101 MAGNOLIA AVE STE 212 SOUTH
BIRMINGHAM AL 35205
2053266101

FORM 10-K
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

(Mark One)

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [FEE REQUIRED]

For the fiscal year ended May 31, 1996

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

Commission File No. 0-4339

GOLDEN ENTERPRISES, INC.
(Exact name of registrant as specified in its charter)

Delaware	63-0250005
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

Suite 212, 2101 Magnolia Avenue, South Birmingham, Alabama	35205
(Address of Principal Executive Offices)	(Zip Code)

Registrant's Telephone Number including area code (205) 326-6101

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

None

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

Common Capital Stock, Par Value $0.66 2/3
(Title of Class)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X]. No .

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

State the aggregate market value of the voting stock held by non-affiliates of the registrant as of August 2, 1996.

Common Stock, Par Value $0.66 2/3 -- $35,756,051

Indicate the number of shares outstanding of each of the Registrant's Classes of Common Stock, as of August 2, 1996.

Class	Outstanding at August 2, 1996
Common Stock, Par Value $0.66 2/3	12,205,950 shares

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Annual Proxy Statement for the year ended May 31, 1996 are incorporated by reference into Part III.

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FORM 10-K ANNUAL REPORT -- 1996

GOLDEN ENTERPRISES, INC.

PART I

ITEM 1. -- BUSINESS

Golden Enterprises, Inc. (the "Company") is a holding company which owns all of the issued and outstanding capital stock of Golden Flake Snack Foods, Inc., a wholly-owned operating subsidiary company ("Golden Flake"). Golden Enterprises is paid a fee by Golden Flake for providing management services for it.

The Company was originally organized under the laws of the State of Alabama as Magic City Food Products, Inc. on June 11, 1946. On March 11, 1958, it adopted the name Golden Flake, Inc. On June 25, 1963, the Company purchased Don's Foods, Inc., a Tennessee corporation which was merged into the Company on December 10, 1966. The Company was reorganized December 31, 1967 as a Delaware corporation without changing any of its assets, liabilities or business. On January 1, 1977, the Company which had been engaged in the business of manufacturing and distributing potato chips, fried pork skins, cheese curls and other snack foods, spun off its operating division into a separate Delaware corporation known as Golden Flake Snack Foods, Inc. and adopted its present name of Golden Enterprises, Inc.

The Company owns all of the issued and outstanding capital stock of Golden Flake Snack Foods, Inc.

Golden Flake Snack Foods, Inc.

General

Golden Flake Snack Foods, Inc. ("Golden Flake") is a Delaware corporation with its principal place of business and home office located at One Golden Flake Drive, Birmingham, Alabama. Golden Flake manufactures and distributes a full line of salted snack items, such as potato chips, tortilla chips, corn chips, pretzels, fried pork skins, baked and fried cheese curls, peanut butter crackers, cheese crackers, onion rings and buttered and cheese popcorn. These products are all packaged in cellophane bags or other suitable wrapping material. Golden Flake also sells a line of cakes and cookie items, canned dips, dried meat products, and nuts packaged by other manufacturers using the Golden Flake label. No single product or product line accounts for more than 50% of Golden Flake's sales, which affords some protection against loss of volume due to a crop failure of major agricultural raw materials.

Raw Materials

Golden Flake purchases raw materials used in manufacturing and processing its snack food products on the open market and under contract through brokers and directly from growers. A large part of the raw materials used by Golden Flake consists of farm commodities which are subject to precipitous change in supply and price. Weather varies from season to season and directly affects both the quality and supply available. Golden Flake has no control of the agricultural aspects and its profits are affected accordingly.

Distribution

Golden Flake sells its products through its own sales organization to commercial establishments which sell food products in Alabama and in parts of Tennessee, Kentucky, Georgia, Florida, Mississippi, Louisiana, North Carolina, South Carolina, Arkansas, Missouri and Indiana. The products are distributed by approximately 572 route salesmen who are supplied with selling inventory by the Company's trucking fleet which operates out of Birmingham, Alabama, Nashville, Tennessee, and Ocala, Florida. All of the route salesmen are employees of Golden Flake and use the direct store door delivery method. Golden Flake is not dependent upon any single customer, or a few customers, the loss of any one or more of which would have a material adverse effect on its business. No single customer accounts for more than 10% of its total sales. Golden Flake has a fleet of 918 company owned vehicles to support the route sales system, including 43 tractors and 32 trailers for long haul delivery to the various company warehouses located throughout its distribution areas, 764 store delivery vehicles and 79 cars and miscellaneous vehicles. Golden Flake also leases 30 trailers.

Competition

The snack foods business is highly competitive. In the area in which Golden Flake operates, many companies engage in the production and distribution of food products similar to those produced and sold by Golden Flake. Most, if not all, of Golden Flake's products are in direct competition with similar products of several local and regional companies and at least one national company, the Frito Lay Division of Pepsi Co., Inc., which is larger in terms of capital and sales volume than is Golden Flake. Golden Flake is unable to state its relative position in the industry. Golden Flake's marketing thrust is aimed at selling the highest quality product possible and giving good service to its customers, while being competitive with its prices. Golden Flake constantly tests the quality of its products for comparison with other similar products of competitors and maintains tight quality controls over its products.

Employees

Golden Flake employs approximately 1,330 employees. Approximately 760 employees are involved in route sales and sales supervision, approximately 460 are in production and production supervision, and approximately 110 are management and administrative personnel.

Golden Flake believes that the performance and loyalty of its employees are the most important factors in the growth and profitability of its business. Since labor costs represent a significant portion of Golden Flake's expenses, employee productivity is important to profitability. Golden Flake considers its relations with its employees to be excellent.

Golden Flake has a Profit Sharing Plan and an Employee Stock Ownership Plan designed to reward the long term employee for his loyalty. In addition, the employees are provided medical insurance, life insurance, and an accident and sickness salary continuance plan. Golden Flake believes that its employee wage rates are competitive with those of its industry and with prevailing rates in its area of operations.

Environmental Matters

There have been no material effects of compliance with government provisions regulating discharge of materials into the environment.

Recent Developments

Since the beginning of its last fiscal year, no significant change has occurred in the kinds of products manufactured or in the markets or methods of distribution, and no material changes or developments have occurred in the business done and intended to be done by Golden Flake.

Executive Officers Of Registrant And Its Subsidiary

Name and Age	Position and Offices with Management
John S. Stein, 59	Mr. Stein is Chairman of the Board, President and Chief Executive Officer of the Company. He was elected Chairman on June 1, 1996 and has served as Chief Executive Officer since June 1, 1991 and as President of the Company since 1985. Mr. Stein served as President of Golden Flake Snack Foods, Inc. from 1976 to September 20, 1991. Mr. Stein has been employed with the Company and its subsidiaries since 1961. Mr. Stein is elected Chairman, President and Chief Executive Officer annually, and his present term will expire on May 31, 1997.
F. Wayne Pate, 61	Mr. Pate is President of Golden Flake Snack Foods, Inc., a wholly-owned subsidiary of the Company. He was elected President on September 20, 1991, and has been employed by Golden Flake since 1968. During his employment, he has served as Vice President of Research and Development, Vice President of Manufacturing and Executive Vice President of Manufacturing and Sales. Mr. Pate is elected President annually, and his present term will expire on May 31, 1997.
John H. Shannon, 59	Mr. Shannon has been employed with the Company since 1962. He was elected Controller in 1976, Secretary in 1978 and Vice-President in 1979, and has served in these capacities since then. Mr. Shannon is elected to his positions on an annual basis, and his present term of office will expire on May 31, 1997.

ITEM 2. -- PROPERTIES

The office headquarters of the Company are located at Suite 212, 2101 Magnolia Avenue South, Birmingham, Alabama 35205. The Company occupies approximately 1300 square feet of office space under lease. The properties of the subsidiary are described below.

Golden Flake

Manufacturing Plants and Office Headquarters

The main plant and office headquarters of Golden Flake are located at One Golden Flake Drive, Birmingham, Alabama, and are situated on approximately 23 acres of land which is serviced by a railroad spur track. This facility consists of 6 buildings which have a total of approximately 300,000 square feet of floor area. The plant manufactures a full line of Golden Flake products. Golden Flake maintains a garage and vehicle maintenance service center from which it services, maintains, repairs and rebuilds its fleet and delivery trucks. Golden Flake has adequate employee and fleet parking.

Golden Flake owns approximately 17 acres of undeveloped real estate which is adjacent to its main plant and office headquarters in Birmingham. This property is zoned for industrial use and is readily available for future use. Plans for the utilization of this property have not been finalized.

Golden Flake has a manufacturing plant in Nashville, Tennessee, which is located at 2930 Kraft Drive. The building is of masonry construction and has approximately 70,000 square feet of floor space. This facility is serviced by a railroad spur track. Golden Flake manufactures potato chips, baked tortilla chips and pretzels at this plant. The Company also owns 2 acres of land across the street from its Nashville plant which is presently used for parking. This property is zoned for industrial use and is readily available for future use. Plans for the utilization of this property have not been finalized.

Golden Flake also has a manufacturing plant in Ocala, Florida. This plant was placed in service in November 1984. The plant consists of approximately 100,000 square feet and is located on a 56-acre site on Silver Springs Boulevard. The Company manufactures corn chips, tortilla chips and potato chips from this facility. This manufacturing plant, with allowance for future expansion, will use approximately 27 acres of the 56-acre site. The remaining 29 acres are undeveloped and are readily available for future use for commercial and/or light industrial development. Plans for the utilization of this property have not been finalized.

The manufacturing plants, office headquarters and additional lands are owned by Golden Flake free and clear of any debts.

Distribution Warehouses

Golden Flake owns branch warehouses in Montgomery, Demopolis, Fort Payne, Muscle Shoals, Huntsville, Phenix City, Tuscaloosa, Mobile, Dothan and Oxford, Alabama; Gulfport and Jackson, Mississippi; Chattanooga, Knoxville and Memphis, Tennessee; Decatur, Marietta, Forest Park and Macon, Georgia; Jacksonville, Panama City, Clearwater, Tampa, Orlando, Tallahassee and Pensacola, Florida; Baton Rouge and New Orleans, Louisiana; Louisville, Kentucky and Little Rock, Arkansas. The warehouses vary in size from 2,400 to 8,000 square feet. All distribution warehouses are owned free and clear of any debts.

Vehicles

Golden Flake owns a fleet of 918 vehicles which includes 764 route trucks, 43 tractors, 32 trailers and 79 cars and miscellaneous vehicles. There are no liens or encumbrances on Golden Flake's vehicle fleet. Golden Flake also leases 30 trailers and owns a 1987 Cessna Citation II aircraft.

ITEM 3. -- LEGAL PROCEEDINGS

There are no material pending legal proceedings against the Company or its subsidiary other than ordinary routine litigation incidental to the business of the Company and its subsidiary.

ITEM 4. -- SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Not Applicable.

PART II

ITEM 5. -- MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

GOLDEN ENTERPRISES, INC. AND SUBSIDIARIES

MARKET AND DIVIDEND INFORMATION

The Company's common stock is traded in the over-the-counter market under the "NASDAQ" symbol, GLDC, and transactions are reported through the National Association of Securities Dealers Automated Quotation (NASDAQ) National Market System. The following tabulation sets forth the high and low sales prices for the common stock during each quarter of the fiscal years ended May 31, 1996 and 1995 and the amount of dividends paid per share in each quarter. The Company currently expects that comparable regular cash dividends will be paid in the future.

	Market Price		
Quarter	High	Low	Dividends Paid Per share
Fiscal 1996			
First	$7 1/2	$6 3/4	$.11 1/2
Second	9 3/4	7	.11 3/4
Third	9 1/8	7 3/4	.11 3/4
Fourth	9 3/4	7 1/2	.11 3/4
Fiscal 1995			
First	$8	$6 3/4	$.11 1/4
Second	7 1/4	6 3/4	.11 1/2
Third	7 1/4	6 3/4	.11 1/2
Fourth	7 1/4	6 3/4	.11 1/2

As of August 2, 1996, there were approximately 1,800 record holders of common stock.

<TABLE>

ITEM 6. -- SELECTED FINANCIAL DATA

GOLDEN ENTERPRISES, INC. AND SUBSIDIARIES

FINANCIAL REVIEW (Dollar amounts in thousands, except per share data)

<CAPTION>

	Year Ended May 31,				
	1996	1995	1994	1993	1992
<S>	<C>	<C>	<C>	<C>	<C>
Operations					
Net sales and other operating income	$127,150	$128,771	$126,462	$130,070	$127,178
Investment income	675	674	438	459	664
Total revenues	127,825	129,445	126,900	130,529	127,842
Cost of sales	57,331	56,285	55,114	55,110	54,982
Selling, general and administrative expenses	65,419	64,863	67,143	67,521	65,392
Interest	0	0	0	3	7
Income before income taxes	5,075	8,297	4,643	7,895	7,461
Federal and state income taxes	1,700	3,146	1,662	2,943	2,731
Income from continuing operations	3,375	5,151	2,981	4,952	4,730
Discontinued operations:					
Income from operations of discontinued business net of related income taxes	0	3	92	29	45
Net income	3,375	5,154	3,073	4,981	4,775

Financial data					
Depreciation and amortization	$ 2,486	$ 2,856	$ 3,377	$ 3,893	$ 4,227
Capital expenditures, net of disposals	6,216	1,366	741	1,840	2,380
Working capital	19,053	25,788	26,212	27,402	26,730
Long-term debt	823	599	479	287	150
Stockholders' equity	40,582	43,490	45,628	49,084	50,103
Total assets	48,846	52,012	54,347	57,771	58,902
Common stock data					
Income from continuing operations	$ .28	$ .42	$ .24	$ .40	$ .38
Net income	.28	.42	.25	.40	.38
Dividends	.47	.46	.45	.44	.42
Book value	3.32	3.55	3.65	3.90	3.96
Price range	9 3/4-6 3/4	8-6 3/4	8 3/4-7 1/8	10 1/4-7 1/2	11-6 3/4
Financial statistics					
Current ratio	4.37	5.26	5.25	5.48	5.52
Net income as percent of total revenues from continuing operations	2.6%	4.0%	2.4%	3.8%	3.8%
Net income as percent of stockholders' equity (a)	8.0%	11.6%	6.5%	10.0%	9.5%
Other data					
Weighted average common shares outstanding	12,243,283	12,376,769	12,540,809	12,595,896	12,636,723
Common shares outstanding at year-end	12,205,950	12,261,950	12,496,446	12,600,403	12,639,400
Approximate number of stockholders	1,800	1,800	1,900	2,000	2,000

<FN>

(a) Average amounts at beginning and end of fiscal year.

</FN>
</TABLE>

ITEM 7. -- MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

GOLDEN ENTERPRISES, INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Liquidity and Capital Resources

Working capital was $19.1 million at May 31, 1996 compared to $25.8 million at May 31, 1995. Net cash provided by operations amounted to $5.2 million in fiscal year 1996, $6.6 million in 1995, and $5.0 million in 1994. An additional $6.5 million in cash was provided this year by a net decrease in investment securities compared to a usage of $0.3 million in 1995 to increase investment securities, and in 1994 an additional $2.0 million in cash was provided by a net decrease in investment securities. In fiscal year 1995, $2.1 million in cash was received from the sale of the Company's fastener division.

Additions to property, plant and equipment, net of disposals, were $6.2 million, $1.4 million, and $0.7 million in fiscal years 1996, 1995, and 1994, respectively, and are expected to be about $2.0 million in 1997.

Cash dividends of $5.7 million were paid during fiscal years 1996 and 1995, and $5.6 million in 1994.

Cash in the amount of $0.5 million was used to purchase treasury shares during fiscal 1996 while $1.9 million and $1.2 million was used for this purpose in 1995 and 1994, respectively.

Long-term liabilities as a percentage of total capitalization was 1.9% at May 31, 1996. The Company's current ratio at the year end was 4.37 to 1.00.

The increase in capital expenditures this year was for the development of new Low Fat and No Fat snack food products, enabling the Company to take advantage of the opportunities in this growing category. All of these new products were in distribution by the end of the fiscal year. Capital expenditures will return to a lower, more normal level in fiscal year 1997.

Operating Results

Net sales and other operating income decreased by 1.3% in fiscal year 1996, increased by 1.8% in fiscal year 1995, and decreased by 2.8% in 1994. Sales have been essentially flat for the past three years in an extremely competitive environment. The fact that two large competitors recently left the snack food market has given the Company opportunities in a number of its markets, but competition remains very intense.

The Company's investment income as a percentage of income before taxes was 13.3% in 1996, 8.1% in 1995, and 9.4% in 1994. The increase in this percentage in 1996 compared to 1995 was due to the decrease in the Company's operating income, and the decrease in 1995 compared to 1994 was due to the increase in operating income.

Cost of sales was 45.3% of net sales in 1996, 43.9% in 1995, and 43.8% in 1994. After stabilizing for two years, this percentage increased due to higher prices of packaging materials, cardboard, most raw materials and utilities. Also costs associated with the development of new Low Fat and No Fat snack food products contributed to the increased costs.

Selling, general and administrative expenses were 51.7% of sales in 1996, 50.6% in 1995, and 53.4% in 1994. The increase in this percentage for 1996 was primarily due to increased advertising expense and the drop in sales. For 1995 the improvement in the percentage was due to less advertising expense combined with an increase in sales.

Inflation

Certain costs and expenses of the Company are affected adversely by inflation, and the Company's prices for its products over the last six years have remained relatively flat. The Company will contend with the effect of further inflation through efficient purchasing, improved manufacturing methods, pricing, and by monitoring and controlling expenses.

Environmental Matters

There have been no material effects of compliance with governmental provisions regulating discharge of materials into the environment.

ITEM 8. -- FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The consolidated financial statements of the registrant and its subsidiaries for the year ended May 31, 1996, consisting of the following, are contained herein:

Consolidated Balance Sheets	-- May 31, 1996 and 1995
Consolidated Statements of Income	-- Years ended May 31, 1996, 1995 and 1994
Consolidated Statements of Cash Flows	-- Years ended May 31, 1996, 1995 and 1994
Consolidated Statements of Changes in Stockholders' Equity	-- Years ended May 31, 1996, 1995 and 1994
Notes to Consolidated Financial Statements	-- Years ended May 31, 1996, 1995 and 1994
Quarterly Results of Operations	-- Years ended May 31, 1996 and 1995

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Stockholders and
Board of Directors of
Golden Enterprises, Inc.

We have audited the accompanying consolidated balance sheets of Golden Enterprises, Inc. and subsidiaries as of May 31, 1996 and 1995, and the related consolidated statements of income, changes in stockholders' equity and cash flows for each of the three years in the period ended May 31, 1996. These consolidated financial statements and schedules referred to below are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and schedules based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Golden Enterprises, Inc. and subsidiaries as of May 31, 1996 and 1995, and the consolidated results of their operations and their cash flows for each of the three years in the period ended May 31, 1996, in conformity with generally accepted accounting principles.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The schedules listed in item 14(a)(2) are presented for purposes of complying with the Securities Exchange Commission's rules and are not part of the basic financial statements. These schedules for the years ended May 31, 1996, 1995, and 1994, have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly state in all material respects the financial data required to be set forth therein in relation to the basic financial statements taken as a whole.

Birmingham, Alabama
July 8, 1996 DUDLEY, HOPTON-JONES, SIMS & FREEMAN PLLP

<TABLE>

GOLDEN ENTERPRISES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

<CAPTION>

May 31, 1996 and 1995

ASSETS

	1996	1995
Current Assets:		
<S>	<C>	<C>
Cash and cash equivalents	$ 227,173	$ 623,592
Investment securities available-for-sale	7,260,285	13,828,663
Receivables:		
Trade accounts	9,839,209	10,234,990
Other	305,394	644,709
	10,144,603	10,879,699
Less: Allowance for doubtful accounts	10,000	10,000

	10,134,603	10,869,699
Inventories:		
Raw materials	2,191,788	1,697,629
Finished goods	2,580,584	
2,857,217		
	4,772,372	4,554,846
Prepaid expenses	2,305,346	1,968,851
Total current assets	24,699,779	31,845,651
Property, plant and equipment:		
Land	3,840,429	3,974,429
Buildings	18,989,934	18,987,134
Machinery and equipment	36,939,067	31,745,856
Transportation equipment	16,697,460	16,271,171
	76,466,890	70,978,590
Less: Accumulated depreciation	54,734,381	52,842,545
	21,732,509	18,136,045
Other Assets	2,413,938	2,030,234
Total	$48,846,226	$52,011,930

</TABLE>

<TABLE>

LIABILITIES AND STOCKHOLDERS' EQUITY

<CAPTION>

	1996	1995
Current Liabilities:		
<S>	<C>	<C>
Accounts payable	$ 4,038,743	$ 4,324,632
Accrued income taxes	--	135,217
Other accrued expenses	1,318,263	1,307,049
Deferred income taxes	289,973	291,246
Total current liabilities	5,646,979	6,058,144
Long-term liabilities	823,227	598,922
Deferred income taxes	1,794,093	1,864,461
Commitments and Contingencies	--	--
Stockholders' Equity:		
Common stock -- $.66 2/3 par value: Authorized 35,000,000 shares; issued 13,828,793 shares	9,219,195	9,219,195
Additional paid-in capital	6,499,554	6,499,554
Retained earnings	34,170,713	36,521,373
Treasury shares -- at cost (1,622,843 shares in 1996 and 1,566,843 shares in 1995)	(9,301,533)	(8,818,533)
Unrealized (losses) gains on securities available-for-sale, net of deferred income taxes	(6,002)	68,814
Total stockholders' equity	40,581,927	43,490,403
Total	$48,846,226	$52,011,930

<FN>

See Accompanying Notes to Consolidated Financial Statements.

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</TABLE>

<TABLE>

GOLDEN ENTERPRISES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

<CAPTION>

Years ended May 31, 1996, 1995 and 1994

<S>	1996 <C>	1995 <C>	1994 <C>
Revenues:			
Net sales	$126,557,610	$128,144,977	$125,840,804
Other income, including gain on sale of property and equipment of $326,797 in 1996, $457,385 in 1995, and $465,743 in 1994	592,134	626,202	620,845
Net investment income	675,091	674,227	438,463
Total revenues	127,824,835	129,445,406	126,900,112
Costs and expenses:			
Cost of sales	57,330,989	56,285,331	55,113,907
Selling, general and administrative expenses	64,846,206	64,240,117	66,515,778
Contributions to employee profit-sharing and employee stock ownership plans	572,406	622,486	627,474
Interest	--	--	101
Total costs and expenses	122,749,601	121,147,934	122,257,260
Income from continuing operations before income taxes	5,075,234	8,297,472	4,642,852
Provision for income taxes:			
Currently payable:			
Federal	1,475,000	2,856,000	1,654,000
State	255,000	440,000	254,000
Deferred taxes	(30,000)	(150,000)	(246,000)
Total provision for income taxes	1,700,000	3,146,000	1,662,000
Income from continuing operations	3,375,234	5,151,472	2,980,852
Discontinued Operations:			
Income from operations of discontinued business, net of related income taxes	--	2,490	92,563
Gain on disposal of discontinued business	--	252	--
Net income	$ 3,375,234	$ 5,154,214	$ 3,073,415
Per share of common stock:			
Income from continuing operations	$.28	$.42	$.24
Income from operations of discontinued business	--	--	.01
Net income	$.28	$.42	$.25

<FN>

See Accompanying Notes to Consolidated Financial Statements.

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</TABLE>

<TABLE>

GOLDEN ENTERPRISES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

<CAPTION>

Years ended May 31, 1996, 1995 and 1994

	1996	1995	1994
Cash flows from operating activities:			
<S>	<C>	<C>	<C>
Net income	$ 3,375,234	$ 5,154,214	$ 3,073,415
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	2,485,533	2,856,445	3,377,278
Compensation related to stock plan	--	3,509	53,574
Salary continuation benefits	224,305	120,396	257,726
Deferred income taxes	(30,000)	(150,000)	(246,000)
Gain on sale of property and equipment	(326,797)	(457,385)	(465,743)
Donation of property	134,000	--	--
Gain on disposal of discontinued business	--	(252)	--
Income from operations of discontinued business	--	(2,490)	(92,563)
Dividends received from discontinued business	--	53,375	165,500
Changes in operating assets and liabilities:			
Decrease (increase) in accounts receivable	735,096	(756,811)	(1,120,776)
(Increase) decrease in inventories	(217,526)	(303,593)	238,618
(Increase) decrease in prepaid expenses	(336,495)	(1,291)	126,019
(Increase) in other assets -- long-term	(383,704)	(276,622)	(385,607)
(Decrease) increase in accounts payable	(285,889)	279,375	89,697
(Decrease) increase in accrued income taxes	(135,217)	135,217	(22,303)
Increase (decrease) in accrued expenses	11,214	(73,075)	(67,582)
Net cash provided by operating activities	5,249,754	6,581,012	4,981,253
Cash flows from investing activities:			
Purchase of property, plant and equipment	(6,293,499)	(1,477,321)	(851,572)
Proceeds from sale of property, plant and equipment	404,742	568,727	576,132
Net proceeds from disposal of discontinued business	--	2,050,252	--
Investment securities available-for-sale:			
Purchases	(12,625,052)	(85,802,956)	--
Proceeds from disposals	19,076,530	85,497,783	--
Marketable securities:			
Purchases	--	--	(52,614,763)
Proceeds from disposals	--	--	54,607,629
Net cash provided by investing activities	562,721	836,485	1,717,426
Cash flows from financing activities:			
Payments of current installment of long-term debt	--	(71,366)	(107,723)
Purchase of treasury shares	(483,000)	(1,883,106)	(1,172,309)
Proceeds from sale of treasury stock	--	182,500	205,000
Cash dividends paid	(5,725,894)	(5,663,997)	(5,610,058)
Net cash (used in) financing			

activities	(6,208,894)	(7,435,969)	(6,685,090)
Net (decrease) increase in cash and cash equivalents	(396,419)	(18,472)	13,589
Cash and cash equivalents at beginning of year	623,592	642,064	628,475
Cash and cash equivalents at end of year	$ 227,173	$ 623,592	$ 642,064
Supplemental information:			
Cash paid during the year for:			
Income taxes	$ 2,299,579	$ 3,101,623	$ 1,879,447
Interest	$ --	$ --	$ 101

<FN>

See Accompanying Notes to Consolidated Financial Statements.

</FN>
</TABLE>

<TABLE>

GOLDEN ENTERPRISES,INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

<CAPTION>

Years ended May 31, 1996, 1995 and 1994

<S>	Common Stock <C>	Additional Paid-in Capital <C>	Retained Earnings <C>	Treasury Shares <C>	Deferred Compensation <C>	Unrealized Gains (Losses) on Securities <C>
Balance, May 31, 1993	$9,219,195	$6,552,654	$39,567,799	$(6,178,468)	$(76,872)	$ --
Net income	--	--	3,073,415	--	--	--
Cash dividends declared -- $.45 per share	--	--	(5,610,058)	--	--	--
Purchase of shares for Treasury	--	--	--	(1,172,309)	--	--
Stock options exercised	--	19,055	--	213,320	(27,375)	--
Awards under stock option plan	--	(43,562)	--	--	43,562	--
Amortization of deferred compensation	--	--	--	--	48,113	--
Balance, May 31, 1994	9,219,195	6,528,147	37,031,156	(7,137,457)	(12,572)	--
Net income	--	--	5,154,214	--	--	--
Cash dividends declared -- $.46 per share	--	--	(5,663,997)	--	--	--
Purchase of shares for Treasury	--	--	--	(1,883,106)	--	--
Stock options exercised	--	(28,593)	--	202,030	9,063	--
Amortization of deferred compensation	--	--	--	--	3,509	--
Unrealized gains on securities available-for-sale	--	--	--	--	--	68,814
Balance, May 31, 1995	9,219,195	6,499,554	36,521,373	(8,818,533)	--	68,814
Net income	--	--	3,375,234	--	--	--
Cash dividends declared -- $.47 per share	--	--	(5,725,894)	--	--	--
Purchase of shares for Treasury	--	--	--	(483,000)	--	--
Unrealized (losses) on securities available-for-sale	--	--	--	--	--	(74,816)
Balance, May 31, 1996	$9,219,195	$6,499,554	$34,170,713	$(9,301,533)	$ --	$ (6,002)

<FN>

See Accompanying Notes to Consolidated Financial Statements.

</FN>
</TABLE>

GOLDEN ENTERPRISES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

May 31, 1996, 1995 and 1994

NOTE 1 -- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Consolidation

The consolidated financial statements include the accounts of Golden Enterprises, Inc. and its wholly-owned subsidiaries: Golden Flake Snack Foods, Inc., Steel City Bolt & Screw, Inc. and Nall & Associates, Inc. (the "Company"). All significant intercompany transactions and balances have been eliminated.

Discontinued Operations

On January 31, 1995, the Company disposed of its investment in its wholly-owned subsidiaries, Steel City Bolt & Screw, Inc. and Nall & Associates, Inc. (the Steel City group) for cash. Accordingly, the Steel City group's income from operations, previously reported in the bolt and other fasteners segment of business, is reported as income from operations of discontinued business. The consolidated financial statements have been reclassified to report separately the assets, liabilities and operating results of the discontinued business. The Company's consolidated financial statements and notes to consolidated financial statements have been restated to reflect comparative information on the continuing business.

Revenue Recognition

The Company recognizes sales and related costs upon delivery or shipment of products to its customers.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with a maturity of three months or less to be cash equivalents.

Investment Securities

Investment securities at May 31, 1996 are principally instruments of the U.S. Government and its agencies, of municipalities and of short-term mutual municipal and corporate bond funds. Effective June 1, 1994 the Company adopted the provisions of Statement of Financial Accounting Standards No. 115, "Accounting for Certain Investments in Debt and Equity Securities" (SFAS 115). This statement, among other things, requires investment securities (bonds, notes, common stock and preferred stocks) to be divided into one of three categories: held-to-maturity, available-for-sale, and trading. The Company currently classifies all investment securities as available-for-sale. Under SFAS 115 securities accounted for as available-for-sale includes bonds, notes, common stock and non-redeemable preferred stock not classified as either held-to-maturity or trading. Securities available-for-sale are reported at fair value, adjusted for other-than-temporary declines in value. Unrealized holding gains and losses, net of tax, on securities available-for-sale are reported as a net amount in a separate component of stockholders' equity until realized. Realized gains and losses on the sale of securities available-for-sale are determined using the specific-identification method.

Prior to adopting SFAS 115, all of the Company's marketable securities were reported at cost which approximated market value. Therefore, no adjustment was necessary for the initial effect of adopting SFAS 115 at June 1, 1994.

Inventories

Inventories are stated at the lower of cost or market. Cost is computed on the first-in, first-out method. The opening and closing inventories used in computing cost of sales are as follows:

Date	Amount
May 31, 1994	$4,251,253
May 31, 1995	4,554,846
May 31, 1996	4,772,372

Property, Plant and Equipment

Property, plant and equipment are stated at cost. For financial reporting purposes, depreciation and amortization have been provided principally on the straight-line method over the estimated useful lives of the respective assets. Accelerated methods are used for tax purposes.

Expenditures for maintenance and repairs are charged to operations as incurred; expenditures for renewals and betterments are capitalized and written off by depreciation and amortization charges. Property retired or sold is removed from the asset and related accumulated depreciation accounts and any profit or loss resulting therefrom is reflected in the statements of income.

Employee Benefit and Stock Options Plans

The Company has trusteed "Qualified Profit-Sharing Plans." The plans are "Non-Formula" plans and the annual contributions to the plans are determined by the applicable Board of Directors. The profit-sharing expenses for the years ended May 31, 1996, 1995 and 1994 were $518,597, $518,663 and $522,803, respectively.

The Company has an Employee Stock Ownership Plan that covers all full-time employees. The annual contributions to the plan are amounts determined by the Boards of Directors of the Company. Annual contributions are made in cash or common stock of the Company. The Employee Stock Ownership Plan expenses for the years ended May 31, 1996, 1995 and 1994 were $53,809, $103,823 and $104,671, respectively. Each participant's account is credited with an allocation of shares acquired with the Company's annual contributions, dividends receivedon ESOP shares and forfeitures of terminated participant's nonvested accounts.

The contributions to the Profit-Sharing Plans and the Employee Stock Ownership Plan may not exceed fifteen percent of the total compensation of all participating employees. The Company expects to continue these plans indefinitely; however, the rights to modify, amend or terminate the plans have been reserved.

The Company has a salary continuation plan with certain of its key officers whereby monthly benefits will be paid for a period of fifteen years following retirement. The Company is accruing the present value of such retirement benefits until the key officers reach normal retirement age.

In 1988, the Company's shareholders approved the "1988 Stock Option and Stock Appreciation Rights Plan" for certain employees of the Company. The plan provides that non-qualified stock options and stock appreciation rights may be granted to key employees for up to 400,000 shares of the Company's common stock. The options and stock appreciation rights are exercisable three years after date of grant. The option price may be less than, equal to or greater than the fair market value of the stock on the date of grant. Each stock appreciation right entitles the option holder, upon exercise of the related stock option, to receive from the Company the amount of the appreciation in the underlying common stock as determined by the excess of the fair market value of a share of common stock on the exercise date of the related stock option over the option price. The options and stock appreciation rights granted, if not exercised, will expire three months from the date they are exercisable. As of May 31, 1996, options and stock appreciation rights had been granted for 145,000 shares (net of 13,000 shares forfeited) at an option price of $6 per share and for 79,500 shares (net of 6,000 shares forfeited) at an option price of $5 per share. 36,500 shares were exercised at $5 per share during the fiscal years ended May 31, 1995. There were no stock options and stock appreciation rights outstanding at May 31, 1996 and 1995. The plan expires July 6, 2002, except as to options and stock appreciation rights outstanding on that date; however, the rights to amend, suspend or terminate the plan have been reserved.

Income Taxes

Deferred income taxes are recorded on the differences between the tax bases of assets and liabilities and the amounts at which they are reported in the consolidated financial statements. Recorded amounts are adjusted to reflect changes in income tax rates and other tax law provisions as they become enacted.

Net Income Per Share

Net income per share computations are based on the weighted average number of shares outstanding of 12,243,283 in 1996; 12,376,769 in 1995 and 12,540,809 in 1994. Stock options were not included in these computations as their effect was not material.

Postretirement Benefits Other than Pensions

In December 1990, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 106, "Employers' Accounting for Postretirement Benefits Other Than Pensions." The standard requires employers to account for retiree benefit obligations (principally for health care) on an accrual basis (rather than on a "pay-as-you-go" basis) for fiscal years beginning after December 15, 1992, although recognition in an earlier year was permitted. The Company adopted the standard on June 1, 1993; however, the implementation of the standard did not have a material impact on the financial statements of the Company.

Disclosures About Fair Value of Financial Instruments

In fiscal 1996, the Company adopted Statement of Financial Accounting Standards No. 107, Disclosures about Fair Value of Financial Instruments (SFAS 107), which requires companies to disclose fair value information about certain financial instruments. SFAS No. 107 defines fair value as the quoted market prices for those instruments that are actively traded in financial markets. In cases where quoted market prices are not available, fair values are estimated using present value or other valuation techniques. The fair value estimates are made at a specific point in time, based on available market information and judgments about the financial instrument, such as estimates of timing and amount of expected future cash flows. Such estimates do not reflect any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular financial instrument, nor do they consider the tax impact of the realization of unrealized gains or losses. In many cases, the fair value estimates cannot be substantiated by comparison to independent markets, nor can the disclosed value be realized in immediate settlement of the instrument.

The carrying amounts for cash and cash equivalents approximate fair value because of the short maturity, generally less than three months, of these instruments.

The fair values of investment securities have been determined using values supplied by independent pricing services and are disclosed together with carrying amounts in Note 2.

The carrying value of the Company's long-term liabilities approximates fair value because present value is used in accruing this liability.

The Company does not hold or issue financial instruments for trading purposes and has no involvement with forward currency exchange contracts.

Postemployment Benefits

In November 1992, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 112, "Employers' Accounting for Postemployment Benefits." The standard requires employers to accrue, for fiscal years beginning after December 15, 1993 with earlier adoption permitted, for benefits provided to former or inactive employees after employment but prior to retirement. The Company adopted the standard in fiscal 1995; however, the implementation of the standard did not have a material impact on the financial statements of the Company.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 2 -- INVESTMENT SECURITIES

The amortized cost, gross unrealized gains and losses and fair value of the investment securities available-for-sale are as follows:

May 31, 1996

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Government (See Note 5)	$ 2,296,250	$ 4,687	$ --	$ 2,300,937
Municipal obligations	2,549,406	--	14,065	2,535,341
Mutual funds	2,424,007	--	--	2,424,007
Total	$ 7,269,663	$ 4,687	$14,065	$ 7,260,285

May 31, 1995

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Government and its agencies (See Note 5)	$ 8,098,280	$ 90,321	$ --	$ 8,188,601
Municipal obligations	3,549,406	17,201	--	3,566,607
Mutual funds	2,073,455	--	--	2,073,455
Total	$13,721,141	$107,522	$ --	$13,828,663

Maturities of investment securities classified as available-for-sale at May 31, 1996 by contractual maturity are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to recall or prepay obligations with or without call or prepayment penalties.

	Amortized Cost	Fair Value
Investment securities available-for-sale:		
Due within one year	$ 5,818,885	$ 5,836,698
Due after one year through three years	1,450,778	1,423,587

Total	$ 7,269,663	$ 7,260,285

</TABLE>

Proceeds from sales of investment securities available-for-sale during fiscal 1996 and 1995 were $19,076,530 and $85,497,783, respectively. Gross gains of $31,193 and gross losses of $44,399 for fiscal 1996 and 1995, respectively, were realized on those sales.

NOTE 3 -- LONG-TERM LIABILITIES

Long-term liabilities consisted of salary continuation benefits accrued under the Company's salary continuation plan in the amounts of $823,227 and $598,922 at May 31, 1996 and 1995, respectively.

Aggregate annual maturities of long-term liabilities within each of the next five fiscal years following May 31, 1996 are as follows: 1997 through 2001, $-0-.

NOTE 4 -- INCOME TAXES

The effective tax rate for continuing operations differs from the expected tax using statutory rates. A reconciliation between the expected tax and the actual income tax expense follows:

<TABLE>
<CAPTION>

	1996	1995	1994
<S>	<C>	<C>	<C>
Tax on income at statutory rates	$1,726,000	$2,821,000	$1,579,000
Increases (decreases) resulting from:			
State income taxes, less Federal income tax benefit	168,000	290,000	168,000
Tax exempt interest	(72,000)	(57,000)	(107,000)
Tax benefit of donated property	(134,000)	--	--
Other -- net	12,000	92,000	22,000
Total	$1,700,000	$3,146,000	$1,662,000

</TABLE>

The tax effects of temporary differences that result in deferred tax liabilities are as follows:

<TABLE>
<CAPTION>

	1996	1995
<S>	<C>	<C>
Property and equipment	$2,092,969	$2,041,253
Accrued expenses	(5,527)	75,746
Net unrealized (losses) gains on investment securities available-for-sale	(3,376)	38,708
Total	$2,084,066	$2,155,707

</TABLE>

The income tax effects of changes in temporary differences are as follows:

<TABLE>
<CAPTION>

	1996	1995	1994
<S>	<C>	<C>	<C>
Property and equipment	$ 51,000	$ (146,000)	$ (166,000)
Accrued expenses	(81,000)	(4,000)	(80,000)

Total	$ (30,000)	$ (150,000)	$ (246,000)

</TABLE>

NOTE 5 -- COMMITMENTS AND CONTINGENCIES

Rental expenses were $541,744 in 1996, $540,284 in 1995 and $515,256 in 1994. At May 31, 1996, the Company was obligated under certain leases (which have not been capitalized) for buildings, office space and equipment. The following amounts represent future payment commitments under these leases:

Years Ending May 31,	Buildings and Office Space	Equipment	Total
1997	$14,000	$223,000	$237,000
1998	--	136,000	136,000
1999	--	41,000	41,000

One of the subsidiaries leases equipment from a company which is principally owned by a major shareholder of Golden Enterprises, Inc. The terms of these leases are equal to or better than those available from unaffiliated third parties.

The Company had investment securities with a fair value of $2,300,937 and $2,105,901 pledged to its insurance carrier to support the Company's commercial self-insurance program at May 31, 1996 and 1995, respectively.

NOTE 6 -- CONCENTRATIONS OF CREDIT RISK

The Company's financial instruments that are exposed to concentrations of credit risk consist primarily of cash equivalents and trade receivables.

The Company maintains its cash accounts primarily with banks located in Alabama. The total cash balances are insured by the F.D.I.C. up to $100,000 per bank. The Company had cash balances on deposit with two Alabama banks at May 31, 1996 that exceeded the balance insured by the F.D.I.C. in the amount of $1,174,911.

The Company's trade receivables result primarily from its snack food operations and reflect a broad customer base, primarily large grocery chains located in the southeastern United States. The Company routinely assesses the financial strength of its customers. As a consequence, concentrations of credit risk are limited.

NOTE 7 -- QUARTERLY RESULTS OF OPERATIONS (UNAUDITED)

The following is a summary of the unaudited quarterly results of operations of the years ended May 31, 1996, 1995 and 1994:

<TABLE>
<CAPTION>

				Per Share	
Quarter	Total Revenues from Continuing Operations	Income from Continuing Operations	Net Income	Income from Continuing Operations	Net Income
<S>	<C>	<C>	<C>	<C>	<C>
1996					
First	$ 33,247,256	$1,440,823	$1,440,823	$.12	$.12
Second	29,829,016	835,589	835,589	.07	.07
Third	31,178,423	509,234	509,234	.04	.04
Fourth	33,570,140	589,588	589,588	.05	.05
For the year	$127,824,835	$3,375,234	$3,375,234	$.28	$.28
1995					
First	$ 31,814,543	$1,317,709	$1,341,057	$.11	$.11
Second	30,194,288	1,176,782	1,177,953	.09	.09
Third	32,608,859	1,231,273	1,209,496	.10	.10

Fourth	34,827,716	1,425,708	1,425,708	.12	.12
For the year	$129,445,406	$5,151,472	$5,154,214	$.42	$.42
1994					
First	$ 30,289,504	$1,055,339	$1,096,509	$.08	$.09
Second	30,528,126	429,054	475,390	.04	.04
Third	31,922,292	118,899	116,609	.01	.01
Fourth	34,160,190	1,377,560	1,384,907	.11	.11
For the year	$126,900,112	$2,980,852	$3,073,415	$.24	$.25

</TABLE>

NOTE 8 -- SUPPLEMENTARY STATEMENT OF INCOME INFORMATION

The following tabulation gives certain supplementary statement of income information for continuing operations for the years ended May 31, 1996, 1995 and 1994:

<TABLE>
<CAPTION>

<S>	1996 <C>	1995 <C>	1994 <C>
Maintenance and repairs	$ 4,919,783	$ 4,757,679	$ 4,620,141
Depreciation and amortization	2,485,533	2,856,445	3,377,278
Payroll taxes	2,611,995	2,581,797	2,621,766
Advertising costs	21,058,226	19,984,946	21,706,940

</TABLE>

Amounts for depreciation and amortization of intangible assets, royalties, other taxes, rents and research and development costs are not presented because each of such amounts is less than 1% of total revenues.
<TABLE>

GOLDEN ENTERPRISES , INC. AND SUBSIDIARIES

SUPPLEMENTARY FINANCIAL INFORMATION

Selected quarterly financial data for the fiscal years ended May 31, 1996 and 1995 (unaudited)

(Dollar amounts in thousands, except per share data)

<CAPTION>

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
1996				
<S>	<C>	<C>	<C>	<C>
Total revenues	$33,247	$29,829	$31,178	$33,570
Income before income taxes from continuing operations	$ 2,289	$ 1,233	$ 823	$ 730
Income (loss) from operations of discontinued business net of related income taxes	$ 0	$ 0	$ 0	$ 0
Income from continuing operations	$ 1,441	$ 835	$ 509	$ 590
Net income	$ 1,441	$ 835	$ 509	$ 590
Net income per share	$ .12	$ .07	$ .04	$ .05
Cash dividends per share	$ .11 1/2	$ .11 3/4	$ .11 3/4	$ .11 3/4
1995				
Total revenues	$31,814	$30,194	$32,609	$34,828

Income before income taxes from continuing operations	$ 2,161	$ 1,827	$ 1,982	$ 2,327
Income (loss) from operations of discontinued business net of related income taxes	$ 23	$ 1	$ (22)	$ 0
Income from continuing operations	$ 1,318	$ 1,177	$ 1,231	$ 1,426
Net income	$ 1,341	$ 1,178	$ 1,209	$ 1,426
Net income per share	$ .11	$ .09	$ .10	$ .12
Cash dividends per share	$ .11 1/4	$ .11 1/2	$ .11 1/2	$ .11 1/2

</TABLE>

ITEM 9. -- CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not Applicable.

PART III

ITEM 10. -- DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

ITEM 11. -- EXECUTIVE COMPENSATION

ITEM 12. -- SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

ITEM 13. -- CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

With the exception of a description of Executive Officers of The Registrant which appears on page 5 herein, Part III is omitted because prior to September 28, 1996, the Company will file a definitive Proxy Statement with the Securities and Exchange Commission pursuant to Regulation 14A which involves the election of directors.

PART IV

ITEM 14. -- EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(a) 1. and 2. LIST OF FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULES

The following consolidated financial statements of Golden Enterprises, Inc. and subsidiary required to be included in Item 8 are listed below:

Consolidated Balance Sheets -- May 31, 1996 and 1995

Consolidated Statements of Income -- Years ended May 31, 1996, 1995 and 1994

Consolidated Statements of Changes in Stockholders' Equity -- Years ended May 31, 1996, 1995 and 1994

Consolidated Statements of Cash Flows -- Years ended May 31, 1996, 1995 and 1994

Notes to Consolidated Financial Statements

The following consolidated financial statements schedule is included in Item 14(d):

Schedule II -- Valuation and Qualifying Accounts

All other schedules are omitted because the information required therein is not applicable, or the information is given in the financial statements and notes thereto.

3. Exhibits:

None

(b) Report on Form 8-K -- The Registrant did not file a Form 8-K report during the last quarter of the period covered by this report.

(c) Exhibits. See (a)3. above.

(d) Financial Statement Schedules. The response to this portion of Item 14, is submitted under Item 14.(a) 1. and 2. above.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GOLDEN ENTERPRISES, INC.

By /s/ John H. Shannon	August 26, 1996
John H. Shannon Vice President, Principal Financial Officer and Controller	Date

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

Signature	Title	Date
/s/ John S. Stein John S. Stein	Chairman of the Board, President, Chief Executive Officer and Director	August 26, 1996
/s/ John H. Shannon John H. Shannon	Vice President, Secretary, Principal Financial Officer and Controller	August 26, 1996
/s/ F. Wayne Pate F. Wayne Pate	Director	August 26, 1996
/s/ Edward R. Pascoe Edward R. Pascoe	Director	August 26, 1996
/s/ John P. McKleroy, Jr. John P. McKleroy, Jr.	Director	August 26, 1996
/s/ James I. Rotenstreich James I. Rotenstreich	Director	August 26, 1996
/s/ John S. P. Samford John S. P. Samford	Director	August 26, 1996
/s/ D. Paul Jones, Jr. D. Paul Jones, Jr.	Director	August 26, 1996
/s/ J. Wallace Nall, Jr. J. Wallace Nall, Jr.	Director	August 26, 1996
/s/ Joann F. Bashinsky Joann F. Bashinsky	Director	August 26, 1996

<TABLE>

SCHEDULE II

GOLDEN ENTERPRISES, INC. AND SUBSIDIARIES

VALUATION AND QUALIFYING ACCOUNTS

Years ended May 31, 1994, 1995 and 1996

<CAPTION>

Allowance for Doubtful Accounts	Balance at Beginning of Year	Additions Charged to Costs and Expenses	Deductions	Balance at End of Year
<S>	<C>	<C>	<C>	<C>
Year ended May 31, 1994	$ 10,000	$ 37,570	$ 37,570	$ 10,000
Year ended May 31, 1995	$ 10,000	$ 11,690	$ 11,690	$ 10,000
Year ended May 31, 1996	$ 10,000	$ 9,549	$ 9,549	$ 10,000

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<DISCONTINUED>	0
<EXTRAORDINARY>	0
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<NET-INCOME>	3,375,234
<EPS-PRIMARY>	.28
<EPS-DILUTED>	.28

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