

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-04-28**  
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### ISSUER

#### **NASH FINCH CO**

CIK: **69671** | IRS No.: **410431960** | State of Incorporation: **DE** | Fiscal Year End: **0102**  
SIC: **5140** Groceries & related products

Business Address  
7600 FRANCE AVE  
PO BOX 355  
SOUTH MINNEAPOLIS MN  
55435-0355  
6128320534

### REPORTING OWNER

#### **MARSHALL RON**

CIK: **1229233**  
Type: **4** | Act: **34** | File No.: **000-00785** | Film No.: **05789220**

Mailing Address  
7600 FRANCE AVE SOUTH  
PO BOX 355  
MINNEAPOLIS MN 55440-0355

# FORM 4

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

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### 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

1. Name and Address of Reporting Person <b>MARSHALL RON</b>			2. Issuer Name and Ticker or Trading Symbol <b>NASH FINCH CO [NAFC]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Executive Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>04/28/2005</b>					
NASH FINCH COMPANY, 7600 FRANCE AVE. SOUTH			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) <b>MINNEAPOLIS, MN 55435</b>								
(City)	(State)	(Zip)						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/28/2005		M		6,500	A	\$8.5	43,900	D	
Common Stock	04/28/2005		S		6,500	D	\$35.1631	37,400	D	
Common Stock	04/29/2005		M		68,500	A	\$8.5	105,900	D	
Common Stock	04/29/2005		S		68,500	D	\$35	37,400	D	
Common Stock								2,600	I	By spouse

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 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)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option	\$8.5	04/28/2005		M		6,500		(L)	07/15/2005	Common Stock	6,500	(2)	68,500	D	

Employee Stock Option	\$8.5	04/29/2005		<u>M</u>		68,500	(1)	07/15/2005	Common Stock	68,500	(2)	0	D	
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**Explanation of Responses:**

1. The option became exercisable in 20% increments on January 16, 2001 and on July 16, 2001, 2002, 2003 and 2004.
2. Option granted pursuant to the Nash Finch 2000 Stock Incentive Plan as part of the reporting person's compensation.

**Signatures**

/s/ Ron Marshall

\*\* Signature of Reporting Person

05/02/2005

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 (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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**