

42228



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
1996 Long Term Incentive Plan

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

Enter the information requested about the issuer:

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)
Golden Enterprises, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
The Park Building, 2140 11th Avenue South, Suite 208, Birmingham, Alabama 35205 (205) 933-9300

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
 (if different from Executive Offices) **One Golden Flake Drive, Birmingham, Alabama 35205 (205) 323-6161**

Brief Description of Business - **The issuer is a holding company which owns Golden Flake Snack Foods, Inc., which manufactures and distributes snack foods.**

Type of Business Organization

corporation limited partnership, already formed other (please specify):

business trust limited partnership, to be formed

PROCESSED
AUG 07 2002
THOMSON FINANCIAL

Actual or Estimated Date of Incorporation or Organization: **[06] [46]** Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) **[DE]**

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopied or manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

See attached Exhibit "A"

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

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Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... **\$1,905**
 Yes No

3. Does the offering permit joint ownership of a single unit?.....

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)
Not Applicable

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

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Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States) All States

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[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ -0-	\$ -0-
Equity	\$1,397,300	\$3,810
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ -0-	\$ -0-
Partnership Interests	\$ -0-	\$ -0-
Other (Specify _____).	\$ -0-	\$ -0-
Total	\$1,397,300	\$3,810

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	-0-	\$ -0-
Non-accredited Investors	1	\$3,810
Total (for filings under Rule 504 only)	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	-0-	\$ -0-
<u>Regulation A</u>	-0-	\$ -0-
Rule 504	-0-	\$ -0-
Total	-0-	\$ -0-

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[]	\$ -0-
Printing and Engraving Costs	[]	\$ -0-
Legal Fees	[]	\$2,500
Accounting Fees	[]	\$ -0-
Engineering Fees	[]	\$ -0-
Sales Commissions (specify finders' fees separately)	[]	\$ -0-
Other Expenses (identify) _____	[]	\$ -0-
Total	[]	\$2,500

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." **\$1,394,800**

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Purchase of real estate	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Repayment of indebtedness	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Working capital	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$1,394,800
Other (specify): _____	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
_____	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
_____	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Column Totals	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Total Payments Listed (column totals added)	<input type="checkbox"/> \$1,394,800	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) GOLDEN ENTERPRISES, INC.	Signature <i>John H. Shannon</i>	Date <i>July 30, 2002</i>
Name of Signer (Print or Type) JOHN H. SHANNON	Title of Signer (Print or Type) VICE PRESIDENT & SECRETARY	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

EXHIBIT A TO FORM D

The following beneficial owner has the power to vote or dispose, or direct the voting and disposition of, more than 10% of the Issuer's common stock:

Sloan Y. Bashinsky, Sr. The Park Building 2140 11 th Avenue South Suite 208 Birmingham, AL 35205	<u>Amount and Nature of Ownership:</u> Direct 8,500 shares Indirect 6,683,672 shares(1)(2)(3)
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- (1) Includes 5,283,128 shares owned by SYB, Inc., a corporation of which Sloan Y. Bashinsky, Sr. is Chairman of the Board and the majority stockholder. For SEC reporting purposes, Mr. Bashinsky is deemed the beneficial owner of such shares. Except for SEC reporting purposes, Mr. Bashinsky disclaims beneficial ownership of such shares.
- (2) Includes 1,000,000 shares owned by SYB, Inc. as Trustee of a Trust created by Sloan Y. Bashinsky, Sr. SYB, Inc. exercises the right to vote the shares and the investment power relative to the shares. For SEC reporting purposes, Mr. Bashinsky is deemed the beneficial owner of such shares. Except for SEC reporting purposes, Mr. Bashinsky disclaims beneficial ownership of such shares.
- (3) Includes 400,544 shares owned by the Bashinsky Foundation, Inc., of which Sloan Y. Bashinsky, Sr. is the founder and Chairman of the Board. For SEC reporting purposes, Mr. Bashinsky is deemed the beneficial owner of such shares. Except for SEC reporting purposes, Mr. Bashinsky disclaims beneficial ownership of such shares.

The following individuals are Directors of the Issuer:

Joann F. Bashinsky
3432 Briarcliff Road East
Birmingham, Alabama 35223

Edward R. Pascoe
119 Euclid Avenue
Birmingham, Alabama 35213

D. Paul Jones, Jr.
15 South 20th Street
Birmingham, Alabama 35233

F. Wayne Pate
1309 Kingsway Lane
Birmingham, Alabama 35243

Mark W. McCutcheon
One Golden Flake Drive
Post Office Box 2447
Birmingham, Alabama 35201

James I. Rotenstreich
800 Shades Creek Parkway
Suite 310
Birmingham, Alabama 35209

John P. McKleroy, Jr.
2117 Second Avenue North
Birmingham, Alabama 35203

John S. P. Samford
P. O. Box 530277
Birmingham, Alabama 35253

J. Wallace Nall, Jr.
119 Euclid Avenue
Birmingham, Alabama 35213

John S. Stein
One Golden Flake Drive
Post Office Box 2447
Birmingham, Alabama 35201

The following individuals are Executive Officers of the issuer:

John S. Stein
Chairman of the Board
One Golden Flake Drive
Birmingham, Alabama 35205

Mark W. McCutcheon
President and Chief Executive Officer
One Golden Flake Drive
Birmingham, Alabama 35205

John H. Shannon
Vice President, Secretary and Controller
The Park Building
2140 11th Avenue South
Suite 208
Birmingham, Alabama 35205

EXHIBIT B TO FORM D

On September 27, 1996, the stockholders of Golden Enterprises, Inc. (the "Company") approved the Golden Enterprises, Inc. 1996 Long Term Incentive Plan (the "Plan"). Under the Plan, the Company may grant stock options to purchase up to 500,000 shares of common stock and corresponding stock appreciation rights to its key employees and to key employees of its wholly-owned subsidiary, Golden Flake Snack Foods, Inc. ("Golden Flake").

Pursuant to the Plan, on April 8, 1999, options to purchase 40,000 shares of the common stock of the Company at a value of \$3.50 per share were granted to two key employees of the Company and its wholly-owned subsidiary, Golden Flake (the "1999 Options"). Under the terms and conditions of the Plan and the 1999 Options, the 1999 Options are permitted to be exercised until April 8, 2009. As of April 8, 2009, the 1999 Options, if not exercised, are to expire.

Pursuant to the Plan, on October 15, 2001, options to purchase 330,000 shares of the common stock of the Company at a value of \$3.81 per share were granted to 21 key employees of the Company and its wholly-owned subsidiary, Golden Flake (the "2001 Options"). Under the terms and conditions of the Plan and the 2001 Options, the 2001 Options are permitted to be exercised, in whole or in part, until October 15, 2011. As of October 15, 2011, the 2001 Options, if not exercised, are to expire.

The first partial exercise of the 2001 Options has occurred, hence this filing on Form D. None of the 1999 Options have been exercised.