



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

FORM D

NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D.

42228

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

Serial

THOMSON

SEC USE ONLY

[X] Actual [] Estimated

[DE]

Prefix

UNIFOR	N	DATE RECEIVED			
Name of Offering ([] check if this is 1996 Long Term Incentive Plan	an amendment and name has cha	anged, and indicate c	hange.)		e e e e e e e e e e e e e e e e e e e
Filing Under (Check box(es) that ap Type of Filing: [X] New Filing [] A	• • • • • • • • • • • • • • • • • • • •	[X] <u>Rule 505</u>	[] <u>Rule 506</u>	[] Section 4(6)	[]ULOE
i=Entertherinformation-requested a		ENTIFICATION	I DATA	in the first of the second	
Name of Issuer ([] check if this is ar Golden Enterprises, Inc.	n amendment and name has chang	ged, and indicate cha	nge.)		
Address of Executive Offices (Numb The Park Building, 2140 11th Av				elephone Number (Includir (205) 933-	
Address of Principal Business Oper (if different from Executive Office				eiepnone Number (includir (205) 323-6	
Brief Description of Business - The distributes snack foods.	issuer is a holding company w	hich owns Golden I	Flake Snack Foods	s, Inc., which manufactu	res and
Type of Business Organization	entialler te terretor i cold totale total control de la colon de				PROC
[X] corporation	[] limited partnership,	already formed		[] other (please specify):	AUG I
[] business trust	siness trust [] limited partnership, to be formed				1 AUG !

GENERAL INSTRUCTIONS

Actual or Estimated Date of Incorporation or Organization:

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).

Month Year

[06] [46]

CN for Canada; FN for other foreign jurisdiction)

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.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

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 photocopies of 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.

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.

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Check Box(es) that Apply:	[]	Promoter	[X]	Beneficial Owner	[X]	Executive Officer	[X]	Director	[]	General and/or Managing Partner
See attached Exhibit "A"										Managing Farther
Full Name (Last name first, i	f indivic	lual)	40#0#0#0########	and an experimental framework on the second systems of the result of		entralies, with a series and the recognise of the private between the self-the VT CA	**********			g ga a san an a
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	B. INFORMATION ABOUT OFFERING											
1. Has	the issuer s				o sell, to no						Yes	No []
				Answer a	lso in Appe	endix, Colu	mn 2, if fili	ng under U	ILOE.		[X]	[]
2. Wha	t is the min	imum inve	stment tha	t will be ac	cepted fro	m any indi	vidual?				\$1,905	
3. Does	s the offerir	ng permit jo	oint owners	ship of a si	ngle unit?						Yes [X]	No []
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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.		CONTRACTOR OF THE STATE OF THE				
Type of Security Debt	Aggregate Offering Price \$ -0- \$1,397,300	Amount Aiready Sold \$ -0- \$3,810				
[X] Common [] Preferred Convertible Securities (including warrants)	\$ -0- \$ -0- \$ -0- \$1,397,300	\$ -0- \$ -0- \$ -0- \$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." Accredited Investors Non-accredited Investors Total (for fillings under Rule 504 only) Answer also in Appendix, Column 4, if filling under ULOE.	Number Investors -0 1	Aggregate Dollar Amount of Purchases \$ -0- \$3,810				
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 Rule 505 Regulation A Rule 504 Total	Type of Security -0000-	Dollar Amount Sold \$ -0- \$ -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.						

[] [] [] [] [] []

\$ -0-\$2,500

\$ -0-\$2,500

-0-\$ -0-\$ -0-

\$

Legal Fees

Accounting Fees

Other Expenses (identify) _____......
Total

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

Payments to

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

	Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[]\$ -0-	[]\$ -0-
Purchase of real estate	[]\$ -0-	[]\$ -0-
Purchase, rental or leasing and installation of machinery and equipment	[]\$ -0-	[]\$ -0-
Construction or leasing of plant buildings and facilities	[]\$ -0-	[]\$ -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)	[]\$ -0-	[]\$ -0-
Repayment of indebtedness	[]\$ -0-	[]\$ -0-
Working capital	[]\$ -0-	[] \$1,394,800
Other (specify):	[]\$ -0-	[]\$ -0-
	[]\$ -0-	[]\$ -0-
Column Totals	[]\$ -0-	[]\$ -0-
Total Payments Listed (column totals added)	[] \$1,3	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 Date Date Daly 30 2002
	Pitle of Signer (Print or Type)
JOHN H. SHANNON	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 11th Avenue South Suite 208 Birmingham, AL 35205 Amount and Nature of Ownership:

Direct 8,500 shares Indirect 6,683,672 shares(1)(2)(3)

- (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

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

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

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

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

F. Wayne Pate 1309 Kingsway Lane Birmingham, Alabama 35243

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

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

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 whollyowned 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.