42228

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

OMB APPROVAL
OMB Number: 3235-0076

FEB 1 0 2003

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR Prefix Serial

DATE RECEIVED

| UNIFO | RM LIMITED OFFERIN | G EXEMPTION | | DATE RECEIV | /ED | |
|---|--|--|--|--|---|--|
| Name of Offering ([] check if this 1996 Long Term Incentive Pla | is an amendment and name has cl | nanged, and indicate cha | nge.) | wode wego nice nacional 45 mg. II. 2000 distribution | | |
| Filing Under (Check box(es) that Type of Filing: [] New Filing [] | | [X] Rule 505 | [] <u>Rule 506</u> | [] Section 4(6) | [] ULOE | |
| | A. BASIC ID | ENTIFICATION | DATA | artifal worken an coule of coule of the coul | | |
| Enter the information requested | about the issuer | and the second of the second o | | S. S | | |
| Name of Issuer ([] check if this is Golden Enterprises, Inc. | an amendment and name has char | nged, and indicate chang | ee.) | r til leder det forste for for til 1997 i | mycharcher erfech in the offense place seed as a seed | |
| Address of Executive Offices (Nur | mber and Street, City, State, Zip Co | annament at the control of the contr | Telephone Number (Including Area Code) | | | |
| Address of Principal Business Op (if different from Executive Of | erations (Number and Street, City, fices) | State, Zip Code) | HATTER BOTTON WAS THE THE STATE OF THE STATE | Telephone Number (Includi | ng Area Code) | |
| Brief Description of Business - | нашин амбамиченного об о монност к к то т числения выста | ATO ATO TO ACT OF CONTRACT OF | н кажалагарын жүрүн жан жарыгы жого | D | DOCESSE | |
| Type of Business Organization | അവരെ പ്രോത്തിൽ അവാത്രവർ വഴാത്ത്തിൽ നട്ട് നിയ്യാവ ക്രഹ്യവ വരുന്നു. വരുന്നു വരുന്നു വരുന്നു വരുന്നു വരുന്നു വരുന പ്രത്യാവരുന്നു വരുന്നു | TTTTATTTATTTATTTATTTATTTATTTATTTATTTAT | | | ROCESSE EER 1 1 2003 | |
| [] corporation | [] limited partnership | , already formed | | [] other (please specify) | FEB 1 1 2003 | |
| [] business trust | [] limited partnership. | , to be formed | | | THOMSON FINANCIAL | |
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| Actual or Estimated Date of Incorp Jurisdiction of Incorporation or Or | ganization: (Enter two-letter U.S. Po | Distal Service abbreviation other foreign jurisdiction; | | [] Actual [] Estimated | | |

GENERAL INSTRUCTIONS

Federal:

03005515

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 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.

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
 - officer and director of cornorate issuers and of cornorate general and managing partners of partnership issuers; and

| Check Box(es) that Apply: | [] | Promoter | [] | Beneficial Owner | [] | Executive Officer | [] | Director | [] | General and/or Managing Partner |
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B. INFORMATION ABOUT OFFERING

| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | | | | | | | | | Yes N | No [] | | |
|--|--|---|---|--|---|--|---|--|--|--|---|--|
| Answer also in Appendix, Column 2, if filing under ULOE. | | | | | | | | | | | _ | • |
| 2. What is the minimum investment that will be accepted from any individual? | | | | | | | | | | Yes | No | |
| 3. Does the offering permit joint ownership of a single unit? | | | | | | | | | | | [] | |
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| Full Na | Full Name (Last name first, if individual) | | | | | | | | | | | |
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| 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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| | | (Use | e blank she | et, or cop | by and use | additiona | ai copies d | T this shee | et, as nece | essary.) | | |

| 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. | See Exhibit "A" attached. | | | | | |
|--|---|---|--|--|--|--|
| Type of Security Debt Equity | Aggregate Offering Price \$ -0- \$1,397,300 | Amount Already Sold \$ -0- \$3,810 | | | | |
| [X] Common [] Preferred | | | | | | |
| Convertible Securities (including warrants) Partnership Interests Other (Specify | \$ -0- \$ -0- \$ -0- \$1,397,300 | \$ -0- \$ -0- \$ -0- \$3,810 | | | | |
| 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." | | Aggregate | | | | |
| Accredited Investors | Number Investors -0 1 | Aggregate Dollar Amount of Purchases \$ -0- \$3,810 | | | | |
| 3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , 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- \$ -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 Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Total | [] [] [] [] [] [] | \$ -0- \$ -0- \$2,500 \$ -0- \$ -0- \$ -0- \$ 2,500 | | | | |

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

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.

None of the 1999 Options have been exercised. The first partial exercise of the 2001 Options occurred in 2002, and a Notice of Sale on Form D was filed with the SEC on August 5, 2002 (the "Initial Notice of Sale"). This is an Amendment to the Initial Notice of Sale covering the six month period from August 5, 2002 to February 5, 2003. No options were exercised under the Plan during this six month period.