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

FORM D

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

AUG 1 2 2003

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

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Name of Offering ([] check if this is an amendment 1996 Long Term Incentive Plan	ent and name has cha	anged, and indica	ite change.)	ar a a a a a a a a de Con gresa e a a a a fair de de So ge	ner – unweet Meteroden voor in ei De Peep zeit – zu van de E	enegge et trombe a zerozeneggege beit-school enement von
Filing Under (Check box(es) that apply): Type of Filing: [] New Filing [X] Amendment		[X] <u>Rule 50</u>	[] <u>Rule 506</u>	[] Se	ection 4(6)	
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Enter the information requested about the issu		andra establish setter san d	naga salaban 11 1450 mish na 110 da da tabasan biling sa		AUG 13	2003
Name of Issuer ([] check if this is an amendment Golden Enterprises, Inc.				receive on the late of	thom Finan	SON CIAL
Address of Executive Offices (Number and Stree	t, City, State, Zip Code	e)	nakat viter et kirikus (* e - essartenie viterekat	Telephone	Number (Includir	
ZIOI MAGNOLIA	WE Sto	e 212	BIRMINO	HAM	ALCOS	5) 326-610 22-
Address of Principal Business Operations (Numb (if different from Executive Offices)	95,205 er and Street, City, St	ate, Zip Code)	Salatasawa salamana pada salata (Telephone	Number (Includir	ng Area Code)
Brief Description of Business -	e i i e ga e e e e e e e e e e e e e e e e e	ann an angan sannyaga aki sasa sa		supple p	· Pyres S - Herrico	
Type of Business Organization	agent to the youth to be a comment when	erre i co magair in line e con en inc	A	***** // // // // // // // // // // // /		
Corporation	limited partnership, a	already formed		[] other (please specify):	
[] business trust	limited partnership, to	o be formed				
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Actual or Estimated Date of Incorporation or Orga Jurisdiction of Incorporation or Organization: (Ent CN] [] tal Service abbre ther foreign jurisc	viation for State: liction)	[] Actua	al [] Estimated	

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 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 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
Full Name (Last name first, if	individ	lual)	c - 4 - 4 3	eden er samtia jako sen egi sasari, ett er terlepende er terlebade (terjasjak de jakod	and a second second	nderde de tre Medicada y Kasadagea, sus mas de la fração tras ser la laboração parece	- 0, 11 145 0	ana a a a a da a da a da a da a da a da	ellenge kommune med e	T-205-vin ret z czyny ritypin myddisimumitiaus, sinsu, tursumes.
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B. INFORMATION ABOUT OFFERING

1. Has	the issuer	sold, or do	es the issu	er intend t	o sell, to n	on-accredi	ted investo	rs in this o	ffering?	* Main . ********* 1. (1.1111)	Yes	No
				Answer a	Iso in Appe	endix, Colu	ımn 2, if fili	ng under L	LOE.		Ц	[]
2. Wha	t is the mir	nimum inve	stment tha	t will be a	ccepted fro	m any indi	vidual?					
3. Does	the offeri	ng permit j	oint owners	ship of a si	ngle unit?.			•••••			Yes []	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.	See Exhibit "A" attacl	ned.
Type of Security Debt	Aggregate Offering Price \$ -0- \$1,397,300	Amount Already 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."		Aggregate
Accredited Investors	Number Investors -0 1	Dollar Amount of Purchases \$ -0-\$3,810
Answer also in Appendix, Column 4, if filing under ULOE.		
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

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

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 b. Enter the difference between the aggregate offering price given in respons total expenses furnished in response to Part C - Question 4.a. This difference proceeds to the issuer." 		\$1,394,800			
5. Indicate below the amount of the adjusted gross proceeds to the issuer use be used for each of the purposes shown. If the amount for any purpose is not an estimate and check the box to the left of the estimate. The total of the paya equal the adjusted gross proceeds to the issuer set forth in response to Part of above.	t known, furnish ments listed must				
	Payments to 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)	[]\$	[] \$1,394,800			
D. FEDERAL SIGNATU		иничення привород, висовання раз папачана			
The issuer has duly caused this notice to be signed by the undersigned duly a he following signature constitutes an undertaking by the issuer to furnish to the written request of its staff, the information furnished by the issuer to any non-active 502.	he U.S. Securities and Exchange	Commission, upon			
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GOLDEN ENTERPRISES, INC.	~10 7	Lugust 6,200			
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JOHN H. SHANNON VICE PR	ESIDENT & SECRETARY	annes anni anni anni anni anni anni anni ann			
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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 3 30,000 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"). Thereafter, an Amendment to the Initial Notice of Sale was filed with the SEC covering the six month period from August 5, 2002 to February 5, 2003 during which no options were exercised. This is an Amendment to the Initial Notice of Sale covering the six month period from February 5, 2003 to August 5, 2003. No options were exercised under the Plan during this six month period.