

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

FORM D

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

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

SEC USE	ONLY	
Prefix		Serial
DATE RE	CEIVE	D

Name of Offering ([] check if this is an amenda 1996 Long Term Incentive Plan	nent and name has ch	anged, and indicate c	nange.)	nemen og symmetringen sen er en en en	Section and the section of the secti
Filing Under (Check box(es) that apply): Type of Filing: [] New Filing [X] Amendmen	[] <u>Rule 504</u> nt	[X] <u>Rule 505</u>	[] <u>Rule 506</u>	[] Section 4(6)	[] ULOE
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Name of Issuer ([]) check if this is an amendment Golden Enterprises, Inc.				and the second s	and the second s
Address of Executive Offices (Number and Stre	et, City, State, Zip Coo	le)		Telephone Number (Includi	ng Area Code)
Address of Principal Business Operations (Num (if different from Executive Offices)	ber and Street, City, S	tate, Zip Code)		Telephone Number (Includi	ng Area Code)
Brief Description of Business -	**************************************	and the second s			
Type of Business Organization	onervaldender – a mandrid der dilaminen der 1800 anderek in den stillen	. 1900 ali ni 1904 ni 1904 ni are il 1906 ali ni 1907 ni nancio ali antigra Maria ali ancio a	eri karangan sementum sekhilimban sepi (Sadh Dadd) aberban	es fais - E conditioned de fais est est au son de la condition	POCESSI
[] corporation	[] limited partnership,	already formed		[] other (please specify):	FFR 12 200
[] business trust	[] limited partnership,	to be formed			THOMSON FINANCIAL
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Federal: Who Must File: All issuers making an offering of 15 U.S.C. 77d(6).	securities in reliance	on an exemption unde	er Regulation D or	r Section 4(6), 17 CFR 230.5	501 et sea, or
15 U.S.C. 77d(6). When to File: A notice must be filed no later tha and Exchange Commission (SEC) on the earlie date on which it is due, on the date it was maile					
Where to File: U.S. Securities and Exchange Co					
Copies Required: Five (5) copies of this notice remust be photocopies of manually signed copy of	nust be filed with the S	EC, one of which mu	st be manually sig	gned. Any copies not manua	lly signed
Information Required: A new filing must contain changes thereto, the information requested in P 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 adopted ULOE and that have adopted this form where sales are to be, or have been made. If a amount shall accompany this form, This notice constitutes a part of this notice and must be cor	the Uniform Limited C Issuers relying on UL state requires the payr shall be filed in the app npleted.	Offering Exemption (UI OE must file a separa nent of a fee as a pre- propriate states in acc	OE) for sales of te notice with the condition to the cl ordance with state	securities in those states tha Securities Administrator in e aim for the exemption, a fe e law. The Appendix in the n	It have each state in the proper otice

A. BASIC IDENTIFICATION DATA

- - 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

Check Box(es) that Apply:	[]	Promoter	[]	Beneficial Owner	[]	Executive Officer	[]	Director	[]	General and/or Managing Partner
Full Name (Last name first, if	individ	ual)	o no (moseo,seno,e	Property and the state of the s	00 o'u 18 366 Akbiku	aanaliish aalalah ka	. o sec io decensos	(1984) kasala kasala selah dibina kina katangan dinagkar Ta 1983 Sis	de dicuta cario.	ikatika certaan Wara cikatikka cikatika arawa Mara manji ya ta ya salifa sanara.
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B. INFORMATION ABOUT OFFERING

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1. Has						.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		rs in this of		* * *	Yes	No []
Answer also in Appendix, Column 2, if filing under ULOE.									u	(1		
2. Wha	t is the min	imum inve	stment tha	t will be ad	ccepted fro	m any indi	vidual?				Yes	No
3. Does the offering permit joint ownership of a single unit?									[]			
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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" atta	ched.				
Type of Security Debt	Aggregate Offering Price \$ -0- \$1,397,300	Amount Aiready Sold \$ -0- \$3,810				
Convertible Securities (including warrants) Partnership Interests Other (Specify Total	\$ -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 <u>Rule 504</u> , 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	Number Investors -0 1	Aggregate Dollar Amount of Purchases \$ -0- \$3,810				
Answer also in Appendix, Column 4, if filing under ULOE.		<u> </u>				
3. If this filing is for an offering under $\underline{\text{Rule 504}}$ or $\underline{\text{505}}$, 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.						
Time of offering	Type of Security	Dollar Amount				

Type of offering Rule 505	\$ -0- \$ -0- \$ -0- \$ -0-
A. 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- \$ -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-
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	
Transfer Agents 1 cos	\$ -0-
Printing and Engraving Costs	\$ -0-
Legal Fees	\$2,500 \$ -0-
Engineering Fees	\$ -0-
Sales Commissions (specify finders' fees separately)	\$ -0-
Other Expenses (identify)	\$ -0-
Total	\$2,500

JOHN H. SHANNON

	C.	OFFERING PR	RICE. NUMBER (OF INVESTORS.	EXPENSES AND	USE OF PROCEEDS
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 b. Enter the difference between the aggregate offering price given total expenses furnished in response to Part C - Question 4.a. proceeds to the issuer." 		\$1,394,800
5. Indicate below the amount of the adjusted gross proceeds to be used for each of the purposes shown. If the amount for any an estimate and check the box to the left of the estimate. The to equal the adjusted gross proceeds to the issuer set forth in res above.	purpose is not known, furnish otal of the payments 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-
Fotal Payments Listed (column totals added)	[]\$	1,394,800
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The issuer has duly caused this notice to be signed by the under the following signature constitutes an undertaking by the issuer written request of its staff, the information furnished by the issuence Rule 502.	to furnish to the U.S. Securities and Exchange	Commission, upon
Issuer (Print or Type)	Signature Of Company	ate / — / /
GOLDEN ENTERPRISES, INC.	D. Anma	2/5/04
Name of Signer (Print or Type)	Title of Signer (Print or Type)	anne en

ATTENTION

VICE PRESIDENT & SECRETARY

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

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"). Amendments to the Initial Notice of Sale have been filed with the SEC covering every six month period subsequent to the filing of the Initial Notice of Sale. No options were exercised during any of these six month periods. This is another Amendment to the Initial Notice of Sale covering the six month period from August 5, 2003 to February 5, 2004. No options were exercised under the Plan during this six month period.