	UNI	TED STATES			OMB APPROV	AL
	SECUDITIES AND	EXCHANGE		N. O	OMB Number: 3	235-0076
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FINANCIAL		ON 4(6), AND/		(c) 155/49		
	UNIFORM LIMITI			N	DATE RECEIV	ED ED
Name of Offering ([]) of 1996 Long Term Inc	check if this is an amendmer centive Plan	nt and name has chai	nged, and indicate	change.)	uste trenterior proporció de los controls procedes de la descripció de la tradició de la defenda de la defenda	ing a small distribution and the control of the con
	pox(es) that apply): w Filing [X] Amendment	[] <u>Rule 504</u>	[X] <u>Rule 505</u>	[] <u>Rule 506</u>	[] Section 4(6)	[] ULOE
		A. BASIC IDE	NTIFICATIO	N DATA	(44) 1811 1811 1821 8112 1121	
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Name of Issuer ([]) che Golden Enterprises,	eck if this is an amendment a Inc.	and name has change	ed, and indicate ch	ange.)	04040)251
Address of Executive	Offices (Number and Street,	City, State, Zip Code)	teres despertamente do 1900-los - Escalarios despercarea entre Producto - Pro	Telephone Number (Includin	g Area Code)
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(if different from Ex	usiness Operations (Numbe ecutive Offices)	r and Street, City, Sta	ate, Zip Code)		Telephone Number (Includin	g Area Code)
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[] business trust	[]	imited partnership, to	be formed			
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	ate of Incorporation or Organ	₩	0		[] Actual [] Estimated	
Jurisdiction of Incorpo	ration or Organization: (Ente CN f	r two-letter U.S. Post or Canada; FN for otl			[]	
GENERAL INSTRUC	TIONS	306	no- 6,0 association of 6,00 and and association of	general de la companya di mangan di manana di manan	ondered with traying some excession of a Bajandha aparama, en a conversión and consider a conversional	mana ini sarihita estramini ini - erreteett
Federal:						
Who Must File: All issu	uers making an offering of se	ecurities in reliance or	n an exemption und	der <u>Regulation D</u> or	Section 4(6), 17 CFR 230.50	1 et seq. or
	must be filed no later than 1 ssion (SEC) on the earlier of , on the date it was mailed b					
					ow or, it received at that addi	eas after the
	ecurities and Exchange Com (5) copies of this notice must	•		•	ned. Any conjes not manually	, sianed
must be photocopies	or manually signed copy or b	ear typed or printed s	agnatures.			
	A new filing must contain all nformation requested in Part to be filed with the SEC.	information requeste C, and any material	ed. Amendments ne changes from the i	eed only report the nation previous	ame of the issuer and offerir y supplied in Parts A and B.	g, any Part E and
Filing Fee: There is no	federal filing fee.					
State: This notice shall be us	sed to indicate reliance on the	e Uniform Limited Of	fering Exemption (I	JLOE) for sales of s	ecurities in those states that	have
adopted ULOE and the where sales are to be amount shall accompact constitutes a part of the	sed to indicate reliance on that have adopted this form. Is or have been made. If a stany this form, This notice shais notice and must be compl	suers relying on ULC te requires the payment all be filed in the appreted.	E must file a sepa ent of a fee as a pr opriate states in ac	rate notice with the Secondition to the cla cordance with state	Securities Administrator in ea im for the exemption, a fee in law. The Appendix in the no	ch state the proper lice

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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Full Name (Last name first, if	individ	lual)	9.83 48P-014 (5 / 5 (5 /	e – taligans discrete (All Messer van Schlieberger Van All All Anderson)	e e con Nordenaceascence	TOTO Primer State (State Control of the Control of	3663 (***)2** 5***	i et deligente er en en er en	ing garage and the second se	andre strategy and a second second second
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B. INFORMATION ABOUT OFFERING

1. Has t	he issuer s	sold, or do	es the issu	er intend to	o sell, to no	n-accredit	ed investo	rs in this of	fering?		Yes	No
				Answer a	lso in Appe	endix, Colu	mn 2, if filii	ng under U	LOE.		0	[]
2. What	is the min	imum inve	stment tha	t will be ac	cepted from	m any indiv	/idual?					
3. Does	the offerin	ng permit jo	oint owners	hip of a si	ngle unit?.,						Yes []	No []
any com the offer SEC and	nmission o ring. If a pe d/or with a	r similar re erson to be state or st	muneration listed is a ates, list th	n for solicit n associat le name of	n who has tation of pu ed person f the broker r, you may	rchasers in or agent of or dealer.	n connection f a broker of If more that	on with sale or dealer re an five (5)	es of secur gistered w persons to	ities in ith the be listed		
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(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.	See Exhibit "A" attach	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."		A
		Aggregate Dollar Amount
Accredited Investors	Number Investors -0 1	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.		
Torontoff of a disconnection	Type of Security	Dollar Amount
Type of offering Rule 505	-0-	Sold \$ -0-
Regulation A	-0-	\$ -0- \$ -0-
Rule 504 Total	-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	[]	\$ -0-
Printing and Engraving Costs Legal Fees	[] []	\$ -0- \$2,500
Accounting Fees	ij	\$ -0-
Engineering Fees	[]	\$ -0- \$ -0-
Other Expenses (identify)	Ü	\$ -0-
Total	[]	\$2,500

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

. Enter the difference between the aggregate offering price given in respons tal expenses furnished in response to Part C - Question 4.a. This difference roceeds to the issuer."		\$1,394,800
. Indicate below the amount of the adjusted gross proceeds to the issuer use used for each of the purposes shown. If the amount for any purpose is not nestimate and check the box to the left of the estimate. The total of the pay qual the adjusted gross proceeds to the issuer set forth in response to Part bove.	t known, furnish ments listed must	
	Payments to Officers, Directors, &	Payments To
	Affiliates	Others []\$ -0-
alaries and fees		••
urchase of real estate	[]\$ -0-	[]\$ -0-
urchase, rental or leasing and installation of machinery nd equipment	[]\$ -0-	[]\$ -0-
onstruction or leasing of plant buildings and facilities	[]\$ -0-	[]\$ -0-
cquisition of other businesses (including the value of ecurities involved in this offering that may be used in xchange for the assets or securities of another issuer ursuant to a merger)	[]\$ -0-	[]\$ -0-
epayment of indebtedness	[]\$ -0-	[]\$ -0-
Vorking capital	[]\$ -0-	[]\$1,394,800
other (specify):	[]\$ -0-	[]\$ -0-
	[]\$ -0-	[]\$ -0-
olumn Totals	[]\$ -0-	[]\$ -0-
otal Payments Listed (column totals added)	[]\$	1,394,800
D. FEDERAL SIGNATU	inder the contract and an extension of the contract and t	nnen mengelut kalan com cere cere coloca di calante eminere melo perspecia ci cera in in a cal
the issuer has duly caused this notice to be signed by the undersigned duly are following signature constitutes an undertaking by the issuer to furnish to tritten request of its staff, the information furnished by the issuer to any non-ule 502.	he U.S. Securities and Exchange	Commission, upon
ssuer (Print or Type)	Di Di	ate ///
OLDEN ENTERPRISES, INC.	to Townser	8/3/04
lame of Signer (Print or Type)	igne (Print or Type)	
ATTY TOWNSEND CFO, VIC	CE PRESIDENT & SECRETARY	
ATTENTION		
Intentional misstatements or omissions of fact constitute federal crin	ninal violations. (See 18 U.S.C.	1001.)
ATTONION		
ATTENTION		

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 February 5, 2004 to August 5, 2004. No options were exercised under the Plan during this six month period.