

GOLDEN ENTERPRISES INC  
 Form 5  
 July 15, 2013

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
**JONES DAVID**

2. Issuer Name and Ticker or Trading Symbol  
**GOLDEN ENTERPRISES INC  
 [GLDC]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**05/31/2013**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 EVP Operations

**ONE GOLDEN FLAKE DRIVE**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

**BIRMINGHAM, AL 35205**

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|                                 |                                      |  |                                | (A) or (D) Amount Price   |  |  |   |
| Common Stock <sup>(1)</sup>     | 06/19/2012                           | 06/19/2012   | L                              | 13.0682 A \$ 3.52   | 0 <sup>(3)</sup>   | D  | Â   |
| Common Stock <sup>(1)</sup>     | 07/17/2012                           | 07/17/2012   | L                              | 13.0312 A \$ 3.53   | 0 <sup>(3)</sup>   | D  | Â   |
| Common Stock <sup>(1)</sup>     | 08/08/2012                           | 08/08/2012   | L                              | 3.5355 A \$ 3.38  | 0 <sup>(3)</sup>   | D  | Â   |
| Common Stock <sup>(1)</sup>     | 08/21/2012                           | 08/21/2012   | L                              | 13.3333 A \$ 3.45   | 0 <sup>(3)</sup>   | D  | Â   |

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|                             |            |            |   |         |   |         |                  |   |   |
|-----------------------------|------------|------------|---|---------|---|---------|------------------|---|---|
| Common Stock <sup>(1)</sup> | 09/18/2012 | 09/18/2012 | L | 13.5693 | A | \$ 3.39 | 0 <sup>(3)</sup> | D | Â   |
| Common Stock <sup>(1)</sup> | 10/16/2012 | 10/16/2012 | L | 13.5486 | A | \$ 3.40 | 0 <sup>(3)</sup> | D | Â   |
| Common Stock <sup>(1)</sup> | 10/31/2012 | 10/31/2012 | L | 3.9692  | A | \$ 3.25 | 0 <sup>(3)</sup> | D | Â   |
| Common Stock <sup>(1)</sup> | 11/20/2012 | 11/20/2012 | L | 13.5486 | A | \$ 3.39 | 0 <sup>(3)</sup> | D | Â   |
| Common Stock <sup>(1)</sup> | 12/18/2012 | 12/18/2012 | L | 13.5697 | A | \$ 3.39 | 0 <sup>(3)</sup> | D | Â   |
| Common Stock <sup>(1)</sup> | 01/15/2013 | 01/15/2013 | L | 12.4324 | A | \$ 3.70 | 0 <sup>(3)</sup> | D | Â   |
| Common Stock <sup>(1)</sup> | 01/31/2013 | 01/31/2013 | L | 4.1733  | A | \$ 3.52 | 0 <sup>(3)</sup> | D | Â   |
| Common Stock <sup>(1)</sup> | 02/19/2013 | 02/19/2013 | L | 12.9581 | A | \$ 3.55 | 0 <sup>(3)</sup> | D | Â   |
| Common Stock <sup>(1)</sup> | 03/19/2013 | 03/19/2013 | L | 13.3337 | A | \$ 3.45 | 0 <sup>(3)</sup> | D | Â   |
| Common Stock <sup>(1)</sup> | 04/16/2013 | 04/16/2013 | L | 13.2569 | A | \$ 3.47 | 0 <sup>(3)</sup> | D | Â   |
| Common Stock <sup>(1)</sup> | 04/25/2013 | 04/25/2013 | L | 4.5391  | A | \$ 3.45 | 0 <sup>(3)</sup> | D | Â   |
| Common Stock <sup>(1)</sup> | 05/21/2013 | 05/21/2013 | L | 12.7427 | A | \$ 3.61 | 0 <sup>(3)</sup> | D | Â   |
| Common Stock                | Â          | Â          | Â | Â       | Â | Â       | 5,231,128        | I | By SYB, Inc. <sup>(2)</sup>                             |
| Common Stock                | Â          | Â          | Â | Â       | Â | Â       | 600,279          | I | By Testa-mentary Marital Trust <sup>(2)</sup>           |
| Common Stock                | Â          | Â          | Â | Â       | Â | Â       | 2,217            | I | By Golden Flake Snack Foods, Inc. 401(k) Plan and Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Price of Underlying Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| JONES DAVID<br>ONE GOLDEN FLAKE DRIVE<br>BIRMINGHAM, AL 35205 | X             |           | EVP Operations |       |

## Signatures

/s/ David A. Jones  
07/15/2013

\*\*Signature of Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Purchases are part of automatic investment program of \$46 per month and reinvestment of dividends in Golden Enterprises, Inc. Common Stock.  
As a Company Director, Mr. Jones will serve on the Voting Committee created under the Last Will and Testament/Trusts and SYB, Inc. Common Stock Trust created by Sloan Y. Bashinsky, Sr. (AMr. Bashinsky@). The Voting Committee, presently made up of eight members (seven members of the Issuer=s Board of Directors and one member selected by the Personal Representatives and Trustees of Mr. Bashinsky=s Estate/Trusts), votes the shares of Issuer=s stock owned by the Marital Trust created by the Last Will and Testament of Mr. Bashinsky (ATestamentary Trust@) (600,279 Shares) and the shares owned by SYB, Inc. (5,231,128 Shares). Mr. Jones disclaims beneficial ownership of such Shares. The Voting Committee has previously executed a Schedule 13D on behalf of a Voting Group of the Testamentary Trust and the SYB, Inc. Common Stock Trust.
- (3) Total number of shares owned at end of year is shown after last purchase.

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