

Compensation Committee Charter

(As adopted on March 7, 2007)

Purpose

This Compensation Committee Charter sets forth the duties and responsibilities of the Compensation Committee (the “Committee”) of Publix Super Markets, Inc. (the “Company”). The Committee is appointed by the Board of Directors (the “Board”) of the Company to (i) assist the Board in evaluating the compensation of the Chief Executive Officer and other officers (collectively “Executive Officers”) whose compensation is reported in the Company’s annual proxy) and (ii) assure that the Chief Executive Officer and Executive Officers are compensated effectively in a manner consistent with the compensation philosophy of the Company. The Committee is also responsible for producing a Compensation Committee Report for inclusion in the Company’s proxy statement as required by the Securities and Exchange Commission (the “Commission”).

Membership

The Committee is composed of at least three Board members, all of whom are independent as defined by the rules of the New York Stock Exchange.

Committee members are appointed by the Board at its annual organizational meeting to serve a term of one year. The Board appoints the Committee Chairperson.

Meetings

The Committee shall meet as often as required to carry out its responsibilities. Meetings may be called by the Committee Chairperson or the Chairman of the Board. The Committee may request any employees of the Company or any outside advisors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. Any meetings may be conducted telephonically.

- Reports of meetings and actions taken at meetings shall be made by the Committee Chairperson or his or her delegate to the Board at its next regularly scheduled Board meeting following the Committee meeting or action.
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Authority

In carrying out its purpose, the Committee shall have the following responsibilities and authority:

- Periodically evaluate the Company’s philosophy regarding Executive Officer compensation.

- Periodically evaluate the compensation (and compensation relative to performance) of the Chief Executive Officer and determine the amount and individual elements of compensation for the Chief Executive Officer consistent with the Company's philosophy.
 - Periodically evaluate (in conjunction with the Chief Executive Officer) the compensation (and compensation relative to performance) of other Executive Officers and determine the amount and individual elements of compensation for such other Executive Officers consistent with the Company's philosophy. .
 - Periodically evaluate the terms of the Company's annual incentive plans to assure that they are structured and administered in a manner consistent with the Company's objectives.
 - Review and discuss with management the Company's disclosures in the Compensation Discussion & Analysis (the "CD&A") and based on such review make a recommendation to the Board that the CD&A be included in the Company's proxy statement and annual report on Form 10-K.
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**Additional
Resources**

The Committee shall have the right to use reasonable amounts of time of the Company's internal and independent accountants, internal and outside lawyers and other internal staff and also shall have the right to hire independent experts, lawyers and other consultants to assist and advise the Committee in connection with its responsibilities. The Committee shall keep the Company's Chief Financial Officer advised as to the general range of anticipated expenses for outside consultants, and shall inform the Board of any such expenditures.
