

DIETRICH G WILLIAM  
Form 4  
January 04, 2005

**FORM 4**

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

OMB APPROVAL

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

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DIETRICH G WILLIAM**

(Last) (First) (Middle)

535 SANCTUARY DRIVE, UNIT C606

(Street)

LONG BOAT KEY, FL 34228

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**FRESH BRANDS INC [FRSH]**

3. Date of Earliest Transaction (Month/Day/Year)  
01/01/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock				(A) or (D) Code V Amount (D) Price	3,619	D	

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

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SEC 1474 (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 (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.
				Code V (A) (D)		Date Exercisable      Expiration Date	Title	Amount or Number of Shares
Option (right to buy) <sup>(1)</sup>	\$ 7.75	01/01/2005		A	5,000	01/01/2005    01/01/2015	Common Stock	5,000
Option (right to buy) <sup>(1)</sup>	\$ 14.25					06/04/2001    06/04/2011	Common Stock	5,000
Option (right to buy) <sup>(1)</sup>	\$ 18.85					12/29/2001    12/29/2011	Common Stock	5,000
Option (right to buy) <sup>(1)</sup>	\$ 15.03					12/28/2002    12/28/2012	Common Stock	5,000
Option (right to buy) <sup>(1)</sup>	\$ 11					01/03/2004    01/03/2014	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DIETRICH G WILLIAM 535 SANCTUARY DRIVE UNIT C606 LONG BOAT KEY, FL 34228	X			

## Signatures

By: Ralph J. Gundrum,  
 Attorney-In-Fact  
 Date: 01/04/2005

\*\*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).

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(1) Options granted pursuant to the 2001 Nonemployee Director Nonqualified Stock Option Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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