

MCKLEROY JOHN P JR
Form 4
December 16, 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 *
MCKLEROY JOHN P JR

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)
2117 SECOND AVE N
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2005

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

BIRMINGHAM, AL 35203

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/15/2005		P	2,500 A	\$ 3.1	34,000	D
Common Stock					404,544 ⁽¹⁾	I ⁽¹⁾	By Bashinsky Foundation, Inc. ⁽¹⁾
Common Stock					5,231,128 ⁽²⁾	I ⁽²⁾	By SYB, Inc. ⁽²⁾
Common Stock					1,014,500 ⁽²⁾	I ⁽²⁾	By Estate of Sloan Y. Bashinsky,

Sr. (2)

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

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

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. Number of Derivative Securities Beneficially Owned (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCKLEROY JOHN P JR 2117 SECOND AVE N BIRMINGHAM, AL 35203		X		

Signatures

/s/ John
McKleroy 12/16/2005

**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).
- (1) Shares owned by the Bashinsky Foundation, Inc., a tax-exempt private foundation. Mr. McKleroy serves as a member of the Board of Directors and an officer of Bashinsky Foundation, Inc. Mr. McKleroy disclaims beneficial ownership of such shares.
- Mr. McKleroy serves on the Voting Committee created under the Will and Trusts of Sloan Y. Bashinsky, Sr. The Voting Committee,
- (2) presently made up of seven members, votes the shares of stock owned by the Estate of Sloan Y. Bashinsky, Sr. (1,014,500 Shares) and the shares owned by SYB, Inc. (5,231,128 Shares). Mr. McKleroy disclaims beneficial ownership of such Shares.

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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