FLOWERS FOODS INC

Form 4

February 23, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

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subject to

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(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * MCMULLIAN AMOS R

(First)

2. Issuer Name and Ticker or Trading Symbol

FLOWERS FOODS INC [FLO]

5. Relationship of Reporting Person(s) to Issuer

(Last)

(Middle)

X_ Director

10% Owner

6497 MESSER ROAD

3. Date of Earliest Transaction

(Month/Day/Year)

Officer (give title below)

X Other (specify

02/23/2011

below) Chairman Emeritus

(Check all applicable)

(Street)

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

Code V

Applicable Line)

X Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting Person

GRAND RIDGE, FL 32442

(City) (State) (Zip)

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

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)	5. Amount of
Security	(Month/Day/Year)	Execution Date, if	Transactio	Securities	
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially
		(Month/Day/Year)	(Instr. 8)		Owned
					Following
				(A)	Reported
				(A)	T ()

7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4)

(9-02)

(A) (D)

Price

Transaction(s)

(Instr. 4)

D

(Instr. 3 and 4)

Common Stock

02/23/2011

305,576 D

Amount

1,713,964 26.18

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)

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8. Price of Derivative Security (Instr. 5)

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		æ	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock (1)	\$ 0 (2)					06/08/2011	(3)	Common Stock	4,020
Deferred Stock (1)	\$ 0					06/03/2009	(3)	Common Stock	3,580

Reporting Owners

Reporting Owner Name / Address	Relationships				
I a garage and a second	Director	10% Owner	Officer	Other	
MCMULLIAN AMOS R 6497 MESSER ROAD GRAND RIDGE, FL 32442	X			Chairman Emeritus	

Signatures

/s/ Stephen R. Avera,
Agent

**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) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (2) In accordance with the terms of the Deferred Shares Agreement for Directors, the deferred shares awarded do not have a conversion or exercise price.
- (3) No expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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