

RAZMINAS VYTO F
Form 4
February 25, 2011

FORM 4

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

OMB APPROVAL

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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 *
RAZMINAS VYTO F

(Last) (First) (Middle)
1310 MILLPOND ROAD
(Street)

THOMASVILLE, GA 31792

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FLOWERS FOODS INC [FLO]

3. Date of Earliest Transaction
(Month/Day/Year)
02/23/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
SVP&Chief Information Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/23/2011		M		2,080 A \$ 0	15,221	D
Common Stock	02/23/2011		F		762 D \$ 26.47	14,459	D
Common Stock	02/23/2011		M		320 A \$ 0	984	I By Spouse (3)
Common Stock	02/23/2011		F		117 D \$ 26.47	867	I By Spouse (3)
Common Stock						79 (8)	I 401(k)

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

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(9-02)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Award ⁽²⁾	\$ 0	02/23/2011		D	520	02/09/2011	<u>(1)</u>	Common Stock	0
Restricted Stock Award ⁽²⁾	\$ 0	02/23/2011		M	2,080	02/09/2011	<u>(1)</u>	Common Stock	2,080
Restricted Stock Award ⁽²⁾	\$ 0	02/23/2011		D	80	02/09/2011	<u>(1)</u>	Common Stock	0
Restricted Stock Award ⁽²⁾	\$ 0	02/23/2011		M	320	02/09/2011	<u>(1)</u>	Common Stock	320
Option (Right to Buy) ⁽²⁾	\$ 18.68					01/03/2009	01/03/2013	Common Stock	9,075
Option (Right to Buy) ⁽²⁾	\$ 19.57					02/05/2010	02/05/2014	Common Stock	1,725
Option (Right to Buy) ⁽²⁾	\$ 24.75					02/04/2011	02/04/2015	Common Stock	9,400
Option (Right to Buy) ⁽²⁾	\$ 24.75					02/04/2011	02/04/2015	Common Stock	1,800
Option (Right to	\$ 23.84					02/09/2012	02/09/2016	Common Stock	12,550

Buy) ⁽²⁾						
Option (Right to Buy) ⁽²⁾	\$ 23.84	02/09/2012	02/09/2016	Common Stock	2,000	
Option (Right to Buy) ⁽²⁾	\$ 25.01	02/09/2013	02/09/2017	Common Stock	13,900	
Option (Right to Buy) ⁽²⁾	\$ 25.01	02/09/2013	02/09/2017	Common Stock	2,400	
Restricted Stock Award ⁽²⁾	\$ 0 ⁽⁴⁾	02/09/2012	⁽¹⁾	Common Stock	2,200	
Restricted Stock Award ⁽²⁾	\$ 0 ⁽⁴⁾	02/09/2012	⁽¹⁾	Common Stock	400	
Option (Right to Buy) ⁽²⁾	\$ 24.47	02/10/2014	02/10/2018	Common Stock	16,900	
Option (Right to Buy) ⁽²⁾	\$ 24.47	02/10/2014	02/10/2018	Common Stock	4,500	
Restricted Stock Award ⁽²⁾	\$ 0 ⁽⁶⁾	⁽⁷⁾	⁽⁵⁾	Common Stock	2,550	
Restricted Stock Award ⁽²⁾	⁽⁶⁾	⁽⁷⁾	⁽⁵⁾	Common Stock	700	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAZMINAS VYTO F 1310 MILLPOND ROAD THOMASVILLE, GA 31792			SVP&Chief Information Officer	

Signatures

/s/ Stephen R. Avera,
Agent

02/25/2011

⁽²⁾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) Grant expires on Exercisable Date if performance measures are not met.
- (2) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (3) Beneficial ownership is disclaimed.
- (4) In accordance with the terms of the 2010 Restricted Stock Award Agreement, the performance shares awarded do not have a conversion or exercise price.
- (5) Grant expires on the vesting date if performance measures are not met.
- (6) In accordance with the terms of the 2011 Restricted Stock Award Agreement, the performance shares awarded do not have a conversion or exercise price.
- (7) The company anticipates that in accordance with the terms of the 2011 Restricted Stock Award Agreement the vesting date of the performance shares awarded shall be the date of the filing of the company's Annual Report on Form 10-K with the SEC in 2013.
- (8) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of 12/31/2010.

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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