FERNANDEZ MANUEL A

Form 4 May 27, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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)

1. Name and Address of Reporting Person * FERNANDEZ MANUEL A

2. Issuer Name and Ticker or Trading Symbol

FLOWERS FOODS INC [FLO]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(City)

Common

Stock

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year) 05/25/2011

X_ Director 10% Owner Officer (give title Other (specify

12600 GATEWAY BOULEVARD (Street)

(State)

(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

below)

FORT MYERS, FL 33913

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

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

(A) or

Price

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D)

38,951

(9-02)

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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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	Der Sec Acc (A) Dis of (6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derivat Securit (Instr. :
			Code V	(A) ((D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock (1)	<u>(2)</u>	05/25/2011	A	23	0		05/25/2013	(3)	Common Stock	230	\$ (
Deferred Stock (1)	\$ 0 (2)						06/05/2011	(3)	Common Stock	200	
Deferred Stock (1)	\$ 0 (2)						06/08/2011	(3)	Common Stock	4,020	
Deferred Stock (1)	\$ 0 (2)						01/04/2012	(3)	Common Stock	4,490	
Deferred Stock (1)	\$ 0 (2)						01/03/2013	(3)	Common Stock	4,010	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

FERNANDEZ MANUEL A 12600 GATEWAY BOULEVARD X FORT MYERS, FL 33913

Signatures

/s/ Stephen R. Avera, 05/27/2011

**Signature of Reporting Date
Person

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).
- $(1) \quad \mbox{Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan. } \\$
- (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.

Reporting Owners 2

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