

LAUDER KARYL H  
Form 4  
November 28, 2012

**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 \*

LAUDER KARYL H

(Last) (First) (Middle)

100 FOX RIDGE LANE

(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)

11/26/2012

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)  
SVP & Chief Accounting Officer

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)	(A) or (D)	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	11/26/2012		M	13,612	A	\$ 12.45 96,470	D	
Common Stock	11/26/2012		M	14,737	A	\$ 13.05 111,207	D	
Common Stock	11/27/2012		S	20,000	D	\$ 22.907 91,207	D	
Common Stock						2,140	I	By 401(k) <u>(1)</u>
Common Stock						11,875	I	By Spouse <u>(2)</u>

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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)	
					V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy) <sup>(3)</sup>	\$ 12.45	11/26/2012		M	13,612	01/03/2009	01/03/2013	Common Stock	13,612
Option (Right to Buy) <sup>(3)</sup>	\$ 13.05	11/26/2012		M	14,737	02/05/2010	02/05/2014	Common Stock	14,737
Option (Right to Buy) <sup>(3)</sup>	\$ 16.5					02/04/2011	02/04/2015	Common Stock	21,450
Option (Right to Buy) <sup>(3)</sup>	\$ 15.89					02/09/2012	02/09/2016	Common Stock	19,500
Option (Right to Buy) <sup>(3)</sup>	\$ 16.67					02/09/2013	02/09/2017	Common Stock	21,600
Option (Right to Buy) <sup>(3)</sup>	\$ 16.31					02/10/2014	02/10/2018	Common Stock	25,800
Restricted Stock Award <sup>(3)</sup>	\$ 0 <sup>(4)</sup>					<sup>(5)</sup>	<sup>(6)</sup>	Common Stock	3,900

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

LAUDER KARYL H  
100 FOX RIDGE LANE  
THOMASVILLE, GA 31792

SVP & Chief Accounting Officer

## Signatures

/s/ Stephen R. Avera,  
Agent

11/28/2012

\_\_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) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of 12/31/2011.
- (2) Beneficial ownership is disclaimed.
- (3) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (4) In accordance with the terms of the 2011 Restricted Stock Award Agreement, the performance shares awarded do not have a conversion or exercise price.
- (5) 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.
- (6) Grant expires on the vesting date if performance measures are not met.

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.