

FLOWERS FOODS INC

Form 4

January 05, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BURKE FRANKLIN L

(Last) (First) (Middle)

8058 CHARLESTON HIGHWAY

(Street)

WALTERBORO, SC 29488

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2015

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)

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)	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				(A) or (D)	127,795	D	
Common Stock					63,257	I	By Spouse
Common Stock ⁽¹⁾					6,787	I	Flowers Stock Tracking A/C ⁽²⁾

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock <u>(3)</u>	\$ 0 <u>(4)</u>	01/02/2015		A		4,963		01/02/2016	<u>(5)</u>	Common Stock	4,963	\$ 9.00
Deferred Stock <u>(1)</u>	\$ 0 <u>(4)</u>							06/05/2008	<u>(5)</u>	Common Stock	7,728	
Deferred Stock <u>(1)</u>	\$ 0 <u>(4)</u>							02/05/2009	<u>(5)</u>	Common Stock	11,542	
Deferred Stock <u>(1)</u>	\$ 0 <u>(4)</u>							06/03/2009	<u>(5)</u>	Common Stock	8,055	
Deferred Stock <u>(1)</u>	\$ 0 <u>(4)</u>							01/02/2010	<u>(5)</u>	Common Stock	12,465	
Deferred Stock <u>(1)</u>	\$ 0 <u>(4)</u>							06/09/2010	<u>(5)</u>	Common Stock	10,642	
Deferred Stock <u>(1)</u>	\$ 0 <u>(4)</u>							06/08/2011	<u>(5)</u>	Common Stock	9,045	
Deferred Stock <u>(1)</u>	\$ 0 <u>(4)</u>							05/27/2012	<u>(5)</u>	Common Stock	7,560	
Deferred Stock <u>(1)</u>	\$ 0 <u>(4)</u>							06/05/2013	<u>(5)</u>	Common Stock	7,170	
Deferred Stock <u>(1)</u>	\$ 0 <u>(4)</u>							05/22/2015	<u>(5)</u>	Common Stock	945	
Deferred Stock <u>(1)</u>	\$ 0 <u>(4)</u>							05/28/2014	<u>(5)</u>	Common Stock	5,415	
Deferred Stock <u>(1)</u>	<u>(4)</u>							01/02/2015	<u>(5)</u>	Common Stock	7,230	
Deferred Stock <u>(3)</u>	\$ 0 <u>(4)</u>							05/23/2015	<u>(5)</u>	Common Stock	6,030	
	\$ 0 <u>(4)</u>							01/02/2016	<u>(5)</u>		6,340	

