FLOWERS FOODS INC

Form 4

January 05, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

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may continue.

See Instruction

Check this box

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).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Pers BURKE FRANKLIN L	2. Issuer Name and Ticker or Trading Symbol FLOWERS FOODS INC [FLO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Midd	e) 3. Date of Earliest Transaction	(Check an applicable)			
8058 CHARLESTON HIGHWA	(Month/Day/Year) Y 01/02/2015	X Director 10% Owner Officer (give title below) Other (specify below)			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
WALTERBORO, SC 29488		Form filed by More than One Reporting Person			

(City)	(State) (A	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)	TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or		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			Code V	Amount (D) Prid	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.

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

Deferred Common Stock (1) Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BURKE FRANKLIN L 8058 CHARLESTON HIGHWAY X WALTERBORO, SC 29488

Signatures

/s/ Stephen R. Avera, Agent

01/05/2015

**Signature of Reporting

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.
- Under the terms of the Flowers Foods Executive Deferred Compensation Plan, reporting person elected to have a portion of plan
- (2) contributions valued as shares of the issuer's common stock, as of the closing stock price on 01/02/2009. Each unit of the Flowers Stock Tracking Account is the equivalent of one share of issuer's common stock.
- (3) Granted under the Flowers Foods, Inc. 2014 Omnibus Equity and Incentive Compensation Plan.
- (4) In accordance with the terms of the Deferred Shares Agreement for Directors, the deferred shares awarded do not have a conversion or exercise price.
- (5) 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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