SPEAR JAMES T Form 4 January 03, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

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 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SPEAR JAMES T Issuer Symbol FLOWERS FOODS INC [FLO] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Other (specify Officer (give title 844 WILLIAMSBURG DRIVE 01/01/2018 below)

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

(Zip)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

NAPERVILLE, IL 60540

(State)

(City)

(611)	(51410)	Table	e I - Non-Do	erivative S	securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired	l (A) c	or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed	of (D))	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
C			Code v	Amount	(D)				
Common	01/01/2018		M	5,010	Α	\$0	47,920 (2)	D	
Stock	01,01,2010			0,010		(1)	.,,,,,,,	_	
									Chamas
Common							400	,	Shares
Stock							100	1	owned by
Diock									child

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. Transacti Code (Instr. 8)	iorDeriv Secu Acqu Disp	umber vative urities uired (posed of tr. 3, 4,	A) or of (D)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A	A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock (3)	(1)	01/01/2018		M		4	5,010	01/01/2018	<u>(4)</u>	Common Stock	5,010
Deferred Stock (3)	\$ 0 (1)	01/01/2018		A	5,18	80		01/01/2019	<u>(4)</u>	Common Stock	5,180
Deferred Stock (3)	(1)							06/05/2016	<u>(4)</u>	Common Stock	229
Deferred Stock (3)	(1)							06/09/2016	<u>(4)</u>	Common Stock	6,026
Deferred Stock (3)	(1)							01/02/2016	<u>(4)</u>	Common Stock	4,963
Deferred Stock (3)	(1)							05/25/2017	<u>(4)</u>	Common Stock	6,934
Deferred Stock (3)	(1)							01/03/2017	<u>(4)</u>	Common Stock	4,660
Deferred Stock (3)	\$ 0 (1)							05/24/2018	<u>(4)</u>	Common Stock	7,020

Reporting Owners

Relationships

SPEAR JAMES T 844 WILLIAMSBURG DRIVE X NAPERVILLE, IL 60540

Signatures

/s/ Stephen R. Avera, 01/03/2018 Agent

**Signature of Reporting Date
Person

Reporting Owners 2

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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) In accordance with the terms of the Deferred Shares Agreement for Directors, the deferred shares awarded do not have a conversion or exercise price.
- (2) Total includes shares acquired through reinvestment of dividends, based upon a statement dated 12/15/2017.
- (3) Granted under the Flowers Foods, Inc. 2014 Omnibus Equity and Incentive Compensation Plan.
- (4) 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.