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SEC 1474  
(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)	8. P... Der... Sec... (Ins...			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy) <sup>(5)</sup>	\$ 9.47					04/06/2005	04/06/2011	Common Stock	103,500		
Option (Right to Buy) <sup>(5)</sup>	\$ 21.02					07/16/2007	07/16/2013	Common Stock	102,150		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHIVER ALLEN L 1925 FLOWERS CIRCLE THOMASVILLE, GA 31757			Pres/COO Specialty Group	

## Signatures

Stephen R. Avera,  
Agent 03/28/2005

         \*\*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) Closing market price of Flowers Foods common stock on the date of the stock gift.
- (2) The total amount of shares beneficially owned previously shown in Form 4 filed 11/18/2004 was incorrectly stated.
- (3) Beneficial ownership is disclaimed.

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- (4) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of the 2003 fiscal year end, 01/03/2004.
- (5) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.

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.