FLOWERS FOODS INC

Form 5

February 02, 2007

OMB APPROVAL FORM 5 **OMB**

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.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005 Estimated average burden hours per response... 1.0

Number:

3235-0362

January 31,

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

1. Name and Address of Reporting Person * BEATY MICHAEL A			2. Issuer Name and Ticker or Trading Symbol FLOWERS FOODS INC [FLO]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended	(Check all applicable)			
1919 FLOWERS CIRCLE		LE	(Month/Day/Year) 12/30/2006	Director 10% Owner Officer (give title Other (specify below) SVP/Supply Chain			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Reporting			
			Filed(Month/Day/Year)				
				(check applicable line)			
THOMASVI	ILE Â GA	31757					

THOMASVILLE,A GAA 31/3/

X Form Filed by One Reporting Person Form Filed by More than One Reporting Person

(City)	(State)	(Zip) 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. Securi Acquired Disposed (Instr. 3,	(A) of (D) 4 and (A) or))	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	Â	Â	Â	Â	Â	Â	69,329	D	Â	
Common Stock	Â	Â	Â	Â	Â	Â	721 (1)	I	By Spouse	
Common Stock	Â	Â	Â	Â	Â	Â	687.427 <u>(2)</u>	I	By 401(k)	

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

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SEC 2270 (9-02)

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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. Transaction Code (Instr. 8)		vative rities uired or osed O) r. 3,	(Month/Day/Year) ive ies ed		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy) (3)	\$ 14.01	Â	Â	Â	Â	Â	07/16/2007	07/16/2013	Common Stock	76,725
Option (Right to Buy) (3)	\$ 28.02	Â	Â	Â	Â	Â	01/03/2009	01/03/2013	Common Stock	12,850
Restricted Stock Award (3)	\$ 0	Â	Â	Â	Â	Â	01/03/2008	(4)	Common Stock	3,950

Reporting Owners

Reporting Owner Name / Address	Relationships							
Transfer of the same of the sa	Director	10% Owner	Officer	Other				
BEATY MICHAEL A 1919 FLOWERS CIRCLE THOMASVILLE, GA 31757	Â	Â	SVP/Supply Chain	Â				

Signatures

Stephen R. Avera,
Agent

**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) Beneficial ownership is disclaimed.
- (2) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of the 2006 fiscal year end, 12/30/2006.
- (3) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.

Reporting Owners 2

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(4) Grant expires 01/03/2008 if performance measures are not met.

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