FLOWERS FOODS INC

Form 4

January 08, 2008

FORM 4

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

SECURITIES

OMB APPROVAL OMB 3235-0287

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Number: January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

1. Name and Add DEESE GEO	•	ing Person *	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) (Middle)			3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	_X_ Director 10% Owner		
1919 FLOWERS CIRCLE			01/04/2008	X Officer (give title Other (specify below) below) Chairman-Bd, CEO, President		
	(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 Form filed by More than One Reporting		
THOMAS CA 2177						

Person

THOMASVILLE, GA 31757

(State)

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative S	ecuriti	ies Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	(Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(111341. 4)	
Common Stock	01/04/2008		M	112,500	A	\$0	1,019,488	D	
Common Stock	01/04/2008		F	47,187	D	\$ 22.46	972,301	D	
Common Stock							22,356 (1)	I	By Spouse
Common Stock							6,961 <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 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. Transacti Code (Instr. 8)	5. Number of actionDerivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Restricted Stock Award (3)	\$ 0	01/04/2008		M		112,500	01/04/2008	<u>(4)</u>	Common Stock	112
Restricted Stock Award (3)	\$ 0						01/03/2008	01/03/2008(5)	Common Stock	9,5
Option (Right to Buy) (3)	\$ 18.68						01/03/2009	01/03/2013	Common Stock	153
Restricted Stock Award (3)	\$ 0						02/05/2009	02/05/2009(5)	Common Stock	59
Option (Right to Buy) (3)	\$ 19.57						02/05/2010	02/05/2014	Common Stock	222

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
DEESE GEORGE E 1919 FLOWERS CIRCLE THOMASVILLE, GA 31757	X		Chairman-Bd, CEO, President				

Signatures

Stephen R. Avera, Agent	01/08/200		
**Signature of Reporting	Date		

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) Beneficial ownership is disclaimed.
- (2) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of the 2007 fiscal year end, 12/29/2007.
- (3) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (4) No expiration date.
- (5) Grant expires on Exercisable Date if performance measures are not met.
- (6) Pursuant to the terms of the 2006 Restricted Stock Award Agreement, the number of shares is subject to forfeiture or further adjustment.

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.