FLOWERS FOODS INC

Form 4

August 29, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

January 31, Expires: 2005

OMB APPROVAL

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

obligations

may continue.

See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * DEESE GEORGE E			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)		(Middle)	3. Date of Earliest Transaction	(Sheen an applicable)		
			(Month/Day/Year)	_X_ Director 10% Owner		
318 BEACHSIDE DRIVE			08/25/2016	Officer (give title _X_ Other (specify below) Non-Executive Chairman		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
PANAMA CITY, FL 32413				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

PANAMA CITY, FL 32413

(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. Securities Acquired (A) or orDisposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	08/25/2016		M	587,587	A	\$ 11.11	3,288,625	D	
Common Stock	08/25/2016		S	235,000	D	\$ 15.1641 (1)	3,053,625	D	
Common Stock	08/26/2016		S	227,500	D	\$ 15.1135 (2)	2,826,125	D	
Common Stock							24,049.5	I	By 401(k) (3)
							50,301	I	

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Common Stock			By Spouse (4)
Common Stock	150,000	I	By Family

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)	TransactionDerivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
	Security			Code V	5)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option (Right to Buy) (6)	\$ 11.11	08/25/2016		M		587,587	02/09/2013	12/31/2016	Common Stock	587,58
Deferred Stock (7)	(8)						05/25/2017	<u>(9)</u>	Common Stock	6,934

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Director	10% Owner	Relation Officer	aships Other
DEESE GEORGE E 318 BEACHSIDE DRIVE PANAMA CITY, FL 32413	X			Non-Executive Chairman
Signatures /s/ Stephen R. Avera, Agent	08/29/2	2016		

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) Average price of trade executions in a range from a high of \$15.2855 to a low of \$15.00
- (2) Average price of trade executions in a range from a high of \$15.34 to a low of \$15.00.
- (3) Total includes exempt acquisitions of shares allocated to reporting person under Issuer's 401(k) Plan, based on a plan statement dated as of 12/31/2015.
- (4) Beneficial ownership is disclaimed.
- (5) Shares held by family LLC, in which reporting person and his spouse are the only members.
- (6) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (7) Granted under the Flowers Foods, Inc. 2014 Omnibus Equity and Incentive Compensation Plan.
- (8) In accordance with the terms of the Deferred Shares Agreement for Directors, the deferred shares awarded do not have a conversion or exercise price.
- (9) 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.