

SHIELDS JOSEPH V JR
 Form 5
 January 03, 2018

FORM 5

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

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 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *
 SHIELDS JOSEPH V JR
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 FLOWERS FOODS INC [FLO]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

1919 FLOWERS CIRCLE
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/29/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

THOMASVILLE, GA 31757
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (check applicable line)

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

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 Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	12/20/2017	Â	G	1,250 D	\$ 19.58	463,922 D	Â
Common Stock	12/26/2017	Â	G	7,832 A	\$ 19.43	463,922 D	Â
Common Stock	12/26/2017	Â	G	7,832 D	\$ 19.43	7,669,757 I	By Spouse (1)
Common Stock	12/26/2017	Â	G	7,832 D	\$ 19.43	463,922 D	Â
	12/26/2017	Â	G	7,832 D		7,669,757 I	

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Common Stock \$ 19.43 By Spouse (1)

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. 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. Pri Deriv Secur (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						(A) (D)			
Deferred Stock (2)	\$ 0 (3)	^	^	^	^ ^	05/24/2018 ^ (4)	Common Stock	7,020	
Deferred Stock (2)	^	^	^	^	^ ^	01/01/2018 ^ (4)	Common Stock	5,010	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHIELDS JOSEPH V JR 1919 FLOWERS CIRCLE THOMASVILLE, GA 31757	^ X	^	^	^

Signatures

/s/ Stephen R. Avera, Agent 01/03/2018
 **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) Beneficial ownership is disclaimed.
- (2) Granted under the Flowers Foods, Inc. 2014 Omnibus Equity and Incentive Compensation Plan.

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- (3) In accordance with the terms of the Deferred Shares Agreement for Directors, the deferred shares awarded do not have a conversion or exercise price.
- (4) No expiration date.

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