

WOOD C MARTIN III

Form 4/A

June 22, 2018

**FORM 4****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.  
See Instruction  
1(b).

**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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WOOD C MARTIN III**

(Last) (First) (Middle)

**125-C NORTH BROAD  
STREET, SUITE 313**

(Street)

**THOMASVILLE, GA 31792**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**11/24/2014**

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**11/26/2014**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 11/24/2014                              |                                                             | G V                                     | Amount<br>2,500<br>(A)<br>or<br>(D)<br>D                            | Price<br>\$<br>19.53                                                                                               | 1,202,084                                                               | D                                                                 |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                     | 501                                                                                                                | I                                                                       | By 401(k)<br>(1)                                                  |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                     | 6,527,872                                                                                                          | I                                                                       | By Spouse<br>(2)                                                  |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                     | 116,865                                                                                                            | I                                                                       | By Trust<br>(3)                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                     | 17,934                                                                                                             | I                                                                       | By Trust<br>(4)                                                   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                                               | Amount<br>or<br>Number<br>of<br>Shares |
| Deferred<br>Stock <sup>(5)</sup>                    | <u>(6)</u>                                                         |                                         |                                                             |                                      |                                                                                                                    | 05/23/2015                                                     | <u>(7)</u>                                                          | Common<br>Stock                                     | 6,030                                  |

## Reporting Owners

| Reporting Owner Name / Address                                                      | Relationships |           |         |       |
|-------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                     | Director      | 10% Owner | Officer | Other |
| WOOD C MARTIN III<br>125-C NORTH BROAD STREET<br>SUITE 313<br>THOMASVILLE, GA 31792 | X             |           |         |       |

## Signatures

/s/ Stephen R. Avera,  
Agent 06/22/2018

      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) Total includes exempt acquisitions of shares allocated to reporting person under Issuer's 401(k) Plan, based on a plan statement dated as of 12/31/2016.
- (2) Beneficial ownership is disclaimed.
- (3) By trust for reporting person's nephew.

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- (4) This Form 4 is filed as an amendment to the Form 4 originally filed on November 26, 2014 in order to reflect reporting person's additional holding of 17,934 shares by trust for reporting person's sister.
- (5) Granted under the Flowers Foods, Inc. 2014 Omnibus Equity and Incentive Compensation Plan.
- (6) In accordance with the terms of the Deferred Shares Agreement for Directors, the deferred shares awarded do not have a conversion or exercise price.
- (7) 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.

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