#### FLOWERS FOODS INC

Form 4

February 07, 2007

## FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

0.5

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response...

Estimated average

may continue. *See* Instruction

30(h) of the Investment Company Act of 1940

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

1(b).

(C:tr.)

(Print or Type Responses)

1. Name and Address of Reporting Person * SHIVER ALLEN L	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			
1925 FLOWERS CIRCLE	(Month/Day/Year) 02/05/2007	Director 10% Owner X Officer (give title Other (specify below)		
(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		
THOMASVILLE, GA 31757		Form filed by More than One Reportin Person		

(City)	(City) (State) (Zip) Table I - Non-De				erivative Securities Acquired, Disposed of, or Beneficially Owned					
1.Title of Security	2. Transaction Date (Month/Day/Year)	Execution Date, if		4. Securiti	(A) or	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect		
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)  Code V	Disposed (Instr. 3, 4) Amount	` ′	Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
Common Stock						4,500 (1)	I	By Minor Children		
Common Stock						71,473	D			
Common Stock						1,315 (2)	I	By Spouse		
Common Stock						84.15 (3)	I	By 401(k)		

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

(7:n)

(State)

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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. Transaction Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securition (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Option (Right to Buy) (4)	\$ 29.35	02/05/2007		A	28,300	02/05/2010	02/05/2014	Common Stock	28,3
Restricted Stock Award (4)	\$ 0	02/05/2007		A	7,650	02/05/2009	02/05/2009(5)	Common Stock	7,6
Option (Right to Buy) (4)	\$ 14.01					07/16/2007	07/16/2013	Common Stock	153,
Option (Right to Buy) (4)	\$ 28.02					01/03/2009	01/03/2013	Common Stock	23,1
Restricted Stock Award (4)	\$ 0					01/03/2008	01/03/2008(6)	Common Stock	7,1

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

SHIVER ALLEN L 1925 FLOWERS CIRCLE THOMASVILLE, GA 31757

Pres/COO Specialty Group

### **Signatures**

Stephen R. Avera, 02/07/2007 Agent

\*\*Signature of Reporting Date
Person

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) By reporting person as custodian for his minor children. Beneficial ownership is disclaimed.
- (2) Beneficial ownership is disclaimed.
- (3) 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.
- (4) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (5) Grant expires 02/05/2009 if performance measures are not met.
- (6) Grant expires 01/03/2008 if performance measures are not met.

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.