FLOWERS FOODS INC

Form 4

December 26, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

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subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * SHIELDS JOSEPH V JR

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

FLOWERS FOODS INC [FLO]

3. Date of Earliest Transaction (Month/Day/Year)

12/21/2007

(Check all applicable)

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

1919 FLOWERS CIRCLE

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

THOMASVILLE, GA 3175	/
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(City)	(State)	Zip) Table	e I - Non-D	erivative :	Secur	ities Acq	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (D) (Instr. 3,	4 and (A) or	d of 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/21/2007		Code V G	Amount 4,500	(D)	Price \$ 24.5	92,487	D	
Common Stock	12/21/2007		G	4,500	D	\$ 24.5	87,987	D	
Common Stock	12/21/2007		G	9,000	D	\$ 24.5	3,486,361 <u>(1)</u>	I	By Spouse

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. Transactic Code (Instr. 8)	5. DriNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr. Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (Right to Buy) (2)	\$ 4.21					04/06/2002	04/06/2011	Common Stock	50,625	
2007 Deferred Stock Grant (2)	\$ 0					06/05/2008	<u>(3)</u>	Common Stock	3,313	
Deferred Stock ret. (2007) (2)	\$ 0					02/05/2009	(3)	Common Stock	5,130	

Reporting Owners

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

Signatures

Stephen R. Avera,
Agent

**Signature of Reporting

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 pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (3) No expiration date.

Reporting Owners 2

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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.