#### FLOWERS FOODS INC

Form 4 June 05, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

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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).

(Last)

(City)

(Print or Type Responses)

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

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

FLOWERS FOODS INC [FLO]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Zip)

3. Date of Earliest Transaction

X\_ Director

(Check all applicable)

1919 FLOWERS CIRCLE

(Month/Day/Year) 06/03/2008

10% Owner Officer (give title Other (specify

below)

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

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

THOMASVILLE, GA 31757

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s)

91,422

or (Instr. 3 and 4) (D) Price

(A)

Common 06/05/2008 Code V Amount M 3,435 A \$0

D

Common Stock

Stock

 $3,486,361 \stackrel{(1)}{=} I$ 

By Spouse

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)

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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. Transacti 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 of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
2007 NED Deferred Stock Grant (2)	\$ 0	06/05/2008		M		3,435	06/05/2008	<u>(3)</u>	Common Stock	3,435
2008 NED Deferred Stock Grant (2)	\$ 0	06/03/2008		M	3,580		06/03/2009	<u>(3)</u>	Common Stock	3,580
Deferred Stock (2007 Ret) (2)	\$ 0						02/05/2009	(3)	Common Stock	5,130
Deferred Stock (2008 Ret) (2)	\$ 0						02/04/2010	<u>(3)</u>	Common Stock	5,240
Option (Right to Buy) (2)	\$ 4.21						04/06/2002	04/06/2011	Common Stock	50,62:

# **Reporting Owners**

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

## **Signatures**

Stephen R. Avera, Agent	06/05/2008	
**Signature of Reporting Person	Date	

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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) Beneficial ownership of securities is disclaimed.
- (2) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (3) 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.