

1 800 FLOWERS COM INC
Form 4
March 31, 2016

FORM 4 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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GALLAGHER GERARD M

2. Issuer Name and Ticker or Trading Symbol
1 800 FLOWERS COM INC
[FLWS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/29/2016

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
General Counsel and SVP

ONE OLD COUNTRY ROAD, SUITE 500

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

CARLE PLACE, NY 11514

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Class A Common Stock | 03/29/2016 | | A | | 64,599 A \$ 3.11 | 330,275 | I ⁽¹⁾ Indirect |
| Class A Common Stock | 03/29/2016 | | S | | 64,599 D \$ 7.09 ⁽²⁾ | 265,676 | I ⁽¹⁾ Indirect |
| Class A Common Stock | 03/30/2016 | | A | | 15,435 A \$ 3.11 | 281,111 | I ⁽¹⁾ Indirect |
| Class A Common Stock | 03/30/2016 | | S | | 15,435 D \$ | 265,676 | I ⁽¹⁾ Indirect |

Common Stock 7.42
(3)

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

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(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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 3.11 | 03/29/2016 | | M | 64,599 | ⁽⁴⁾ 05/05/2016 | Common Stock | 64,599 |
| Stock Option (Right to Buy) | \$ 3.11 | 03/30/2016 | | M | 15,435 | ⁽⁴⁾ 05/05/2016 | Common Stock | 15,435 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GALLAGHER GERARD M ONE OLD COUNTRY ROAD SUITE 500 CARLE PLACE, NY 11514 | | | General Counsel and SVP | |

Signatures

/s/Gerard M. Gallagher 03/31/2016

**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) Securities held by Holder in his capacity as partner of Gallagher, Walker, Bianco & Plastaras, LLP. Holder maintains sole voting and investment power over the securities.

(2) The price reported in Column 4 is a weighted average price. The shares were disposed of in multiple transactions at prices ranging from \$6.74 to \$7.38, inclusive. The reporting person undertakes to provide to 1-800-Flowers.com, Inc., or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(3) The price reported in Column 4 is a weighted average price. The shares were disposed of in multiple transactions at prices ranging from \$7.20 to \$7.55, inclusive. The reporting person undertakes to provide to 1-800-Flowers.com, Inc., or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(4) The options were granted May 5, 2009 and vested ratably over 3 years.

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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