KSANSNAK JAMES E

Form 4 May 24, 2011

FORM 4

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

OMB 3235

Washington, D.C. 20549

Number: 3235-0287 Expires: January 31,

2005

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 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).

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> KSANSNAK JAMES E

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Syllibol

05/20/2011

TASTY BAKING CO [TSTY]

(Check all applicable)

(Last) (First)

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

X Director _____ 10% Owner ____ Officer (give title _____ Other (specify

C/O TASTY BAKING COMPANY, NAVY YARD CORP. CTR., THREE CRESCENT DR.

(Street) 4. If Amendment, Date Original

(Middle)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting

Person

PHILADELPHIA, PA 19112

(City)	(State) (Table Table	e I - Non-D	erivative Se	curiti	es Acqu	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	s Acqu	uired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A) or		Reported Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	05/20/2011		U	100,000 (1)	D	\$4	0	I	By Trust
Common Stock	05/24/2011		D	11,584 (2)	D	\$ 4	0	D	

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)

Edgar Filing: KSANSNAK JAMES E - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	tion Date		t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities Acquired			(Instr. 3	and 4)		Own
	Security										Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration Date	or Title Number of			
						Exercisable					
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships

Reporting Owner Name / Address

10% Director Officer Other Owner

KSANSNAK JAMES E C/O TASTY BAKING COMPANY NAVY YARD CORP. CTR., THREE CRESCENT DR. PHILADELPHIA, PA 19112



Signatures

/s/ Laurence Weilheimer, Attorney-In-Fact

05/24/2011

**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).

Represents shares of common stock deemed to be beneficially owned by the reporting person that were tendered to, and purchased by, Compass Merger Sub, Inc., a Pennsylvania corporation ("Purchaser") and a wholly-owned direct subsidiary of Flowers Foods, Inc., a

(1) Georgia corporation ("Flowers"), pursuant to Purchaser's offer to purchase all outstanding shares of Tasty Baking Company ("Issuer"), at a price of \$4.00 per share, net to the seller in cash, without interest and less any required withholding taxes, as described in the Tender Offer Statement on Schedule TO filed with the SEC by Flowers on April 21, 2011, as amended and supplemented.

Represents shares underlying deferred stock units previously granted to the reporting person by Issuer which (whether or not vested) were cancelled as of the Effective Time of the merger on May 24, 2011 of the Issuer and Purchaser, pursuant to which the Issuer survived the

(2) merger and became a wholly-owned subsidiary of Flowers ("Merger"). In connection with the Merger, the deferred stock units were cancelled and converted into the right to receive a payment of \$4.00 per share of common stock underlying each deferred stock unit, net to the reporting person in cash, without interest and less any required withholding taxes.

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.

Reporting Owners 2