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BURKE FRANKLIN L

Form 4

February 07, 2008

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

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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 * BURKE FRANKLIN L

2. Issuer Name and Ticker or Trading Symbol

FLOWERS FOODS INC [FLO]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Street)

(Middle)

(Check all applicable)

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

02/04/2008

X_ Director Officer (give title below)

10% Owner Other (specify

RAVENWOOD PLANTATION, 8058

CHARLESTON HIGHWAY

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

WALTERBORO, SC 29488

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of (Month/Day/Year) Execution Date, if Indirect

Security (Instr. 3)

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially Owned Following

Form: Direct (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported

Transaction(s) (Instr. 3 and 4)

Common

Code V Amount (D) Price

(A)

or

68,448 D

I

Common Stock

Stock

11,670

By Spouse

SEC 1474

(9-02)

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. Number proof 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock (2008 Ret) (1)	\$ 0	02/04/2008		A	5,240	02/04/2010(2)	<u>(3)</u>	Common Stock	5,240
Deferred Stock (2007 Ret) (1)	\$ 0					02/05/2009(4)	<u>(3)</u>	Common Stock	5,130
2007 Deferred Stock Grant (1)	\$ 0					06/05/2008(4)	(3)	Common Stock	3,435

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BURKE FRANKLIN L RAVENWOOD PLANTATION 8058 CHARLESTON HIGHWAY WALTERBORO, SC 29488	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) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.

Reporting Owners 2

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- (2) Acquisition of shares deferred until age 77.
- (3) No expiration date.
- (4) Acquisition of shares deferred until age 76.

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