FLOWERS FOODS INC

Form 4

February 11, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

2. Issuer Name and Ticker or Trading Symbol FLOWERS FOODS INC [FLO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
3. Date of Earliest Transaction	(Check an applicable)		
(Month/Day/Year) 02/07/2008	Director 10% Owner _X_ Officer (give title Other (specify below) SVP, Gen Counsel & Secretary		
4. If Amendment, Date Original	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		
	Symbol FLOWERS FOODS INC [FLO] 3. Date of Earliest Transaction (Month/Day/Year) 02/07/2008 4. If Amendment, Date Original		

(City)	(State) (Tabl	e I - Non-I	Derivative	Secur	rities Acq	uired, Disposed o	f, 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. Transacti Code (Instr. 8)	4. Securities Acquired action(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/07/2008		M	3,240	A	\$ 0	113,889	D	
Common Stock	02/07/2008		F	1,051	D	\$ 22.93	112,838	D	
Common Stock							564 <u>(1)</u>	I	By 401(k)
Common Stock							300 (2)	I	By Spouse (3)

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

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SEC 1474 (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)	Securitie Acquired Disposed	ative Expiration Date		Expiration Date Underly		and Amouing Secur and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of S	
Restricted Stock Award (4)	\$ 0	02/07/2008		A	1,620 (5)		01/03/2008	01/03/2008	Common Stock	1,	
Restricted Stock Award (4)	\$ 0	02/07/2008		M		3,240	01/03/2008	01/03/2008	Common Stock	3,	
Restricted Stock Award (4)	\$ 0						02/05/2009	02/05/2009(6)	Common Stock	8,	
Restricted Stock Award (4)	\$ 0						02/04/2010	02/04/2010(6)	Common Stock	8,	
Option (Right to Buy) (4)	\$ 24.75						02/04/2011	02/04/2015	Common Stock	35	
Option (Right to Buy) (4)	\$ 18.68						01/03/2009	01/03/2013	Common Stock	26	
Option (Right to Buy) (4)	\$ 19.57						02/05/2010	02/05/2014	Common Stock	32	

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
AVERA STEPHEN R			SVP, Gen Counsel & Secretary				
1919 FLOWERS CIRCLE							

Reporting Owners 2

THOMASVILLE, GA 31757

Signatures

Stephen R. 02/11/2008 Avera

**Signature of Date
Reporting Person

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) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of the 2007 fiscal year end, 12/29/2007.
- (2) Beneficial ownership is disclaimed.
- (3) By Spouse as custodian for reporting person's minor child.
- (4) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (5) The number of shares acquired represents the maximum number of additional shares which may be awarded, in accordance with the terms of the 2006 Restricted Stock Award Agreement.
- (6) Grant expires on Exercisable Date if performance measures are not met.

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.

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