FLOWERS FOODS INC

Form 4

February 11, 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

OMB APPROVAL

subject to Section 16. Form 4 or

SECURITIES

burden hours per response...

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)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LAUDER KARYL H Issuer Symbol FLOWERS FOODS INC [FLO] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ Other (specify 100 FOX RIDGE LANE 02/07/2008 below) VP & Chief Accounting Officer (Street) 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

THOMASVILLE, GA 31792

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	Execution Date, if	3. Transactio	*	(A) o		5. Amount of Securities	Form: Direct	7. Nature of Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8) Code V	Disposed (Instr. 3, Amount	,	<i>'</i>	Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
Common Stock	02/07/2008		M	1,110	A	\$0	20,713	D	
Common Stock							1,296 <u>(1)</u>	I	By 401(k)
Common Stock							7,043 (2)	I	By Spouse

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

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Person

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number.

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. Transac Code (Instr. 8	tion	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 Underlying Securiti (Instr. 3 and 4)	
				Code \	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Award (3)	\$ 0	02/07/2008		A		555 (4)		01/03/2008	01/03/2008	Common Stock	55
Restricted Stock Award (3)	\$ 0	02/07/2008		M			1,110	01/03/2008	01/03/2008	Common Stock	1,1
Restricted Stock Award (3)	\$ 0							02/05/2009	02/05/2009(5)	Common Stock	2,62
Restricted Stock Award (3)	\$ 0							02/04/2010	02/04/2010(5)	Common Stock	3,55
Option (Right to Buy) (3)	\$ 24.75							02/04/2011	02/04/2015	Common Stock	14,3
Option (Right to Buy) (3)	\$ 19.57							02/05/2010	02/05/2014	Common Stock	9,82
Option (Right to Buy) (3)	\$ 9.34							07/16/2007	07/16/2013	Common Stock	61,0
Option (Right to Buy) (3)	\$ 18.68							01/03/2009	01/03/2013	Common Stock	9,0

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					

Reporting Owners 2

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LAUDER KARYL H 100 FOX RIDGE LANE THOMASVILLE, GA 31792 VP & Chief Accounting Officer

Signatures

Stephen R. Avera, 02/11/2008 Agent

**Signature of Reporting Date
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) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (4) 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.
- (5) 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.

Signatures 3