

FLOWERS FOODS INC
Form 4
February 11, 2008

FORM 4

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

OMB APPROVAL

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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 *
SHIVER ALLEN L

(Last) (First) (Middle)

1925 FLOWERS CIRCLE

(Street)

THOMASVILLE, GA 31757

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FLOWERS FOODS INC [FLO]

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Pres/COO Specialty Group

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

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 (A) or (D) Price | | | |
| Common Stock | 02/07/2008 | | M | 4,290 A \$ 0 | 167,493 | D | |
| Common Stock | 02/07/2008 | | F | 1,392 D \$ 22.93 | 166,101 | D | |
| Common Stock | | | | | 1,972 ⁽¹⁾ | I | By Spouse |
| Common Stock | | | | | 129 ⁽²⁾ | I | By 401(k) |
| Common Stock | | | | | 6,750 ⁽³⁾ | I | By Minor Children |

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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.

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Restricted Stock Award ⁽⁴⁾ | \$ 0 | 02/07/2008 | | A | 2,145 ⁽⁵⁾ | 01/03/2008 01/03/2008 | Common Stock | 2,145 |
| Restricted Stock Award ⁽⁴⁾ | \$ 0 | 02/07/2008 | | M | 4,290 | 01/03/2008 01/03/2008 | Common Stock | 4,290 |
| Restricted Stock Award ⁽⁴⁾ | \$ 0 | | | | | 02/05/2009 02/05/2009 ⁽⁶⁾ | Common Stock | 11,000 |
| Restricted Stock Award ⁽⁴⁾ | \$ 0 | | | | | 02/04/2010 02/04/2010 ⁽⁶⁾ | Common Stock | 9,000 |
| Option (Right to Buy) ⁽⁴⁾ | \$ 24.75 | | | | | 02/04/2011 02/04/2015 | Common Stock | 36,000 |
| Option (Right to Buy) ⁽⁴⁾ | \$ 18.68 | | | | | 01/03/2009 01/03/2013 | Common Stock | 34,000 |
| Option (Right to Buy) ⁽⁴⁾ | \$ 19.57 | | | | | 02/05/2010 02/05/2014 | Common Stock | 42,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|--------------------------|
| Director | 10% Owner |
| | Officer |
| | Other |
| | Pres/COO Specialty Group |

