BROWN ROBERT V Form 4/A March 03, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

1(b).

30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * **BROWN ROBERT V**

2. Issuer Name and Ticker or Trading Symbol

TASTY BAKING CO [TSTY]

Issuer

(Check all applicable)

(Last)

(City)

Stock

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 10/29/2004

Director 10% Owner X_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

below) Vice President, Route Sales

C/O TASTY BAKING COMPANY, 2801 HUNTING PARK AVENUE

(Street)

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

11/02/2004

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PHILADELPHIA, PA 19129

(State)

		Table 1 - Non-Delivative Securities Acquired, Disposed of, of Deficiently Owned									
1.Title of	2. Transaction Date 2A. Deemed 3.		3.	4. Securities		5. Amount of	6. Ownership	7. Nature of			
Security	(Month/Day/Year)	Execution Date, if	Transactio	TransactionAcquired (A) or			Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	Code Disposed of (D)			Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership			
							Following	(Instr. 4)	(Instr. 4)		
				(4)		Reported					
				(A)			Transaction(s)				
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
C			Code v	Amount	(D)	Price					
Common	10/29/2004		A	5,000	A	\$0	7,500	D			
Stock				(1)		T .	.,	_			
C									D., Tl.,.:64		
Common							1 409	T	By Thrift		

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

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Plan

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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	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	ration Date		t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Numbe			
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

BROWN ROBERT V C/O TASTY BAKING COMPANY 2801 HUNTING PARK AVENUE PHILADELPHIA, PA 19129

Vice President, Route Sales

Signatures

/s/ Robert V. 03/03/2006 Brown

**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).

This statement is being filed merely to reflect an amendment to the vesting schedule of this restricted stock award that was previously granted on October 29, 2004 purusant to the issuer's 2003 Long Term Incentive Plan. The initial grant (and the prior vesting schedule) was previously reported on November 2, 2004. The amended and restated award agreement was approved by the issuer's compensation

(1) committee on February 28, 2006, and the agreement now provides for full vesting on the fifth anniversary of the date of grant, subject to accelerated vesting upon the later of (i) the third anniversary of the date of grant or (ii) the issuer's common stock price equaling or exceeding \$14 per share for ten consecutive trading days. To become vested pursuatn to the foregoing, however, the reporting person must reain an amployee of the issuer through the date of vesting.

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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