

ALEXANDER BRAD K
 Form 4
 February 09, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 ALEXANDER BRAD K

(Last) (First) (Middle)
 405 MEANDER TRACE
 (Street)

THOMASVILLE, GA 31792

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/09/2010

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)
 President, Flowers Bakeries

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	02/09/2010		M	4,260 A \$ 24.24	39,427	D	
Common Stock					1,442	I ⁽³⁾	By 401(k)
Common Stock					273	I ⁽⁴⁾	Minor Children ⁽⁵⁾
Common Stock					137	I ⁽⁴⁾	Adult Child

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

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Restricted Stock Award ⁽²⁾	\$ 0	02/09/2010		A	710	02/04/2010	⁽¹⁾	Common Stock	710
Restricted Stock Award ⁽²⁾	\$ 0	02/09/2010		M	4,260	02/04/2010	⁽¹⁾	Common Stock	4,260
Option (Right to Buy) ⁽²⁾	\$ 18.68					01/03/2009	01/03/2013	Common Stock	13,575
Option (Right to Buy) ⁽²⁾	\$ 19.57					02/05/2010	02/05/2014	Common Stock	14,850
Option (Right to Buy) ⁽²⁾	\$ 24.75					02/04/2011	02/04/2015	Common Stock	14,400
Option (Right to Buy) ⁽²⁾	\$ 23.84					02/09/2012	02/09/2016	Common Stock	33,350
Restricted Stock Award ⁽²⁾	\$ 0					02/09/2011	⁽¹⁾	Common Stock	6,850

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

President, Flowers Bakeries

ALEXANDER BRAD K
405 MEANDER TRACE
THOMASVILLE, GA 31792

Signatures

/s/ Stephen R. Avera,
Agent

02/09/2010

__Signature of Reporting
Person

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) Grant expires on Exercisable Date if performance measures are not met.
- (2) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (3) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of 12/31/2009.
- (4) Beneficial ownership is disclaimed.
- (5) By reporting person as custodian for his minor children. Beneficial ownership is disclaimed.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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