

FLOWERS FOODS INC

Form 4

August 29, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DEESE GEORGE E

(Last) (First) (Middle)

318 BEACHSIDE DRIVE

(Street)

PANAMA CITY, FL 32413

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/25/2016

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)

Non-Executive Chairman

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/25/2016		M	587,587	A \$ 11.11	3,288,625	D
Common Stock	08/25/2016		S	235,000	D \$ (1) 15.1641	3,053,625	D
Common Stock	08/26/2016		S	227,500	D \$ (2) 15.1135	2,826,125	D
Common Stock						24,049.5	I
						50,301	I
							By 401(k) (3)

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Common Stock						By Spouse ⁽⁴⁾
Common Stock	150,000	I				By Family LLC ⁽⁵⁾

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 Number Shares
Option (Right to Buy) ⁽⁶⁾	\$ 11.11	08/25/2016		M		587,587		02/09/2013	12/31/2016	Common Stock	587,587
Deferred Stock ⁽⁷⁾	⁽⁸⁾							05/25/2017	⁽⁹⁾	Common Stock	6,934

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DEESE GEORGE E 318 BEACHSIDE DRIVE PANAMA CITY, FL 32413	X Non-Executive Chairman

Signatures

/s/ Stephen R. Avera,
Agent 08/29/2016

 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) Average price of trade executions in a range from a high of \$15.2855 to a low of \$15.00
- (2) Average price of trade executions in a range from a high of \$15.34 to a low of \$15.00.
- (3) Total includes exempt acquisitions of shares allocated to reporting person under Issuer's 401(k) Plan, based on a plan statement dated as of 12/31/2015.
- (4) Beneficial ownership is disclaimed.
- (5) Shares held by family LLC, in which reporting person and his spouse are the only members.
- (6) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (7) Granted under the Flowers Foods, Inc. 2014 Omnibus Equity and Incentive Compensation Plan.
- (8) In accordance with the terms of the Deferred Shares Agreement for Directors, the deferred shares awarded do not have a conversion or exercise price.
- (9) No expiration date.

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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