

FLOWERS FOODS INC
Form 4
February 07, 2007

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 *
DEESE GEORGE E

(Last) (First) (Middle)
1919 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)
02/05/2007

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)
Chairman-Bd, CEO, President

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)
				(A) or (D) Price			
Common Stock					503,855	D	
Common Stock					14,904 ⁽¹⁾	I	By Spouse
Common Stock					4,328.143 ⁽²⁾	I	By 401(k)

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

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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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Option (Right to Buy) ⁽³⁾	\$ 29.35	02/05/2007		A	148,000	02/05/2010	02/05/2014	Common Stock	148,000
Restricted Stock Award ⁽³⁾	\$ 0	02/05/2007		A	39,900	02/05/2009	02/05/2009 ⁽⁴⁾	Common Stock	39,900
Option (Right to Buy) ⁽³⁾	\$ 14.01					07/16/2007	07/16/2013	Common Stock	256,000
Option (Right to Buy) ⁽³⁾	\$ 28.02					01/03/2009	01/03/2013	Common Stock	102,000
Restricted Stock Award ⁽³⁾	\$ 0					01/04/2008	⁽⁵⁾	Common Stock	75,000
Restricted Stock Award ⁽³⁾	\$ 0					01/03/2008	01/03/2008 ⁽⁶⁾	Common Stock	31,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEESE GEORGE E 1919 FLOWERS CIRCLE THOMASVILLE, GA 31757	X		Chairman-Bd, CEO, President	

Signatures

Stephen R. Avera,
Agent

02/07/2007

⁽³⁾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) Beneficial ownership is disclaimed.

(2) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of the 2006 fiscal year end, 12/30/2006.

(3) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.

(4) Grant expires 02/05/2009 if performance measures are not met.

(5) No expiration date.

(6) Grant expires 01/03/2008 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.