Edgar Filing: FLOWERS FOODS INC - Form 4

FLOWERS F	FOODS INC										
Form 4											
September 27											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3 APPROVAL . 3235-0287			
Check thi if no long subject to Section 10 Form 4 or	6.										
Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1 Section 17(a) of the Public Utility Holding Company Act of 1935 or S 30(h) of the Investment Company Act of 1940						f 1935 or Sectio	n				
(Print or Type R	Responses)										
AVERA STEPHEN R Symbo			Symbol	Name and RS FOOI			-	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle) 3. Date of Earliest Transaction					[1 20	. 1	(Cheo	k all applicable)		
(Mon			(Month/D	onth/Day/Year) /25/2007				Director 10% Owner X Officer (give title Other (specify below) below) SVP, Gen Counsel & Secretary			
				ndment, Date Original th/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
THOMASV	ILLE, GA 31757							Form filed by M Person	More than One Re	eporting	
(City)	(State) (State)	Zip)	Table	e I - Non-Do	erivative S	Securi	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	n Date, if	3. Transactio Code (Instr. 8)	n(A) or Di (D)	ispose	d of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	09/25/2007			Code V G	Amount 100	(D) A	Price \$ 21.8	(100 (1))	Ι	By Spouse	
Common Stock								58,512	D		
Common Stock								552 <u>(3)</u>	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. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Dat (Month/Day/Y e	Date Exercisable and piration Date Ionth/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 Shares	
Option (Right to Buy) (4)	\$ 9.34					07/16/2007	07/16/2013	Common Stock	162,337	
Option (Right to Buy) (4)	\$ 18.68					01/03/2009	01/03/2013	Common Stock	26,175	
Option (Right to Buy) (4)	\$ 19.57					02/05/2010	02/05/2014	Common Stock	32,775	
Restricted Stock Award (4)	\$ 0					02/05/2009	02/05/2009(5)	Common Stock	8,850	
Restricted Stock Award (4)	\$ 0					01/03/2008	01/03/2008(5)	Common Stock	8,100	

Reporting Owners

Reporting Owner Name / Addre	SS	Relationships						
	Director	10% Owner	Officer	Other				
AVERA STEPHEN R 1919 FLOWERS CIRCLE THOMASVILLE, GA 3175	7		SVP, Gen Counsel & Secretary					
Signatures								
Stephen R. Avera	09/27/2007							

Date

<u>**</u>Signature of 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).
- (1) Beneficial ownership is disclaimed.
- (2) By Spouse as custodian for reporting person's minor child.
- (3) 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.
- (4) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (5) Grant expires on Exercisable Date 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.