### Edgar Filing: FLOWERS FOODS INC - Form 4

FLOWERS	FOODS INC										
Form 4											
January 07, 2	2008										
FORM			GECUI		ND EV			OMMESION		PROVAL	
Washington, D.C. 20549							OMB Number:	3235-0287			
Check th if no long	gar								Expires:	January 31, 2005	
subject to STATEMENT OF CE Section 16. Form 4 or				SECUR	ITIES				Estimated a burden hour response	verage	
Form 5 obligatio may con <i>See</i> Instr 1(b).	ns Section 17(a	a) of the l	Public U		ling Com	npany	Act of	e Act of 1934, 1935 or Section 0	1		
(Print or Type ]	Responses)										
1. Name and Address of Reporting Person <u>*</u> DEESE GEORGE E			2. Issuer Name <b>and</b> Ticker or Trading Symbol FLOWERS FOODS INC [FLO]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N	/liddle)	3. Date of	f Earliest Tr	ansaction			(Checl	k all applicable	)	
1919 FLOWERS CIRCLE			(Month/Day/Year) 01/03/2008					X Director 10% Owner X Officer (give title Other (specify below) below) Chairman-Bd, CEO, President			
			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
THOMASV	VILLE, GA 31757							Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-D	erivative S	Securi	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deen Executior any (Month/D	n Date, if	3. 4. Securiti Transaction(A) or Dis Code (Instr. 3, 4 (Instr. 8)		* · ·		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	01/03/2008			М	38,040 (1)	А	\$0	919,524	D		
Common Stock	01/03/2008			F	12,536	D	\$ 22.93	906,988	D		
Common Stock								22,356 <u>(2)</u>	Ι	By Spouse	
Common Stock								6,961 <u>(3)</u>	Ι	By 401(k)	

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

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Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)		
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
\$ 0	01/03/2008		М		38,040	01/03/2008	01/03/2008	Common Stock	38,0
\$ 0						01/04/2008	(5)	Common Stock	112,
\$ 18.68						01/03/2009	01/03/2013	Common Stock	153,
\$ 0						02/05/2009	02/05/2009(6)	Common Stock	59,8
\$ 19.57						02/05/2010	02/05/2014	Common Stock	222,
	Conversion or Exercise Price of Derivative Security \$ 0 \$ 0 \$ 18.68 \$ 0	Conversion or Exercise Price of Derivative Security(Month/Day/Year) odd/\$ 001/03/2008\$ 01/03/2008\$ 18.68\$ 18.68\$ 0\$ 0	Conversion or Exercise Price of Derivative Security(Month/Day/Year)Execution Date, if any (Month/Day/Year)\$ 001/03/2008\$\$ 001/03/2008\$\$ 18.68\$0	Conversion or Exercise Price of Derivative Security(Month/Day/Year)Execution Date, if any (Month/Day/Year)Transacti Code (Instr. 8)SecurityCode V\$ 001/03/2008M\$ 01/03/2008M\$ 18.68\$ 0	Conversion or Exercise Price of Derivative Security(Month/Day/Year)Execution Date, if any (Month/Day/Year)TransactionDeri Code (Instr. 8)Security(Month/Day/Year)(Instr. 8)Acqu or D (I) (Instr and 3)\$ 001/03/2008M\$ 001/03/2008M\$ 18.68\$ 0	Conversion or Exercise Price of Derivative Security (Month/Day/Year) (Month/Day/Year) (Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) \$ 0 01/03/2008 M 38,040 \$ 0 \$ 18.68 \$ 0	Conversion or Exercise Price of Derivative Security(Month/Day/Year)Execution Date, if any (Month/Day/Year)Transaction/Derivative Code (Instr. 8)Expiration Date (Month/Day/Y Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)Expiration Date (Month/Day/Y Exercisable\$ 001/03/2008M38,04001/03/2008\$ 001/03/2008M38,04001/03/2008\$ 18.6801/03/200901/03/200901/03/2009	Conversion or Exercise Price of Derivative Security(Month/Day/Year)Execution Date, if any (Month/Day/Year)TransactiorDerivative Code (Instr. 8)Expiration Date (Month/Day/Year)Expiration Date 	Conversion or Exercise Price of Derivative Security(Month/Day/Year)Execution Date, if any (Month/Day/Year)TransactionDerivative Code (Instr. 8)Expiration Date (Month/Day/Year)Underlying S (Instr. 3 and Disposed of (D) (Instr. 3, 4, and 5)Expiration Date (Month/Day/Year)Underlying S (Instr. 3 and Disposed of (D) (Instr. 3, 4, and 5)\$ 001/03/2008M38,04001/03/200801/03/2008Common Stock\$ 001/03/2008M38,04001/03/200801/03/2008Common Stock\$ 18.6801/03/200901/03/2013Common Stock\$ 19.5702/05/201002/05/2009Common Stock

## **Reporting Owners**

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

Stephen R. Avera, Agent	01/07/2008		
<u>**</u> 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) Pursuant to the terms of the 2006 Restricted Stock Award Agreement, the number of shares acquired by the reporting person represents the minimum number of shares which may be awarded and is subject to futher adjustment.
- (2) Beneficial ownership is disclaimed.
- (3) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of the 2007 fiscal year end, 12/29/2007.
- (4) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (5) No expiration date.
- (6) 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.