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AVERA STEPHEN R

Form 4

February 04, 2008

FORM 4

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

OMB Number: 3235-0287

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OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

Form 4 or Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person AVERA STEPHEN R	2. Issuer Name and Ticker or Trading Symbol FLOWERS FOODS INC [FLO]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)		
	(Month/Day/Year)	Director 10% Owner		
1919 FLOWERS CIRCLE	02/04/2008	_X Officer (give title Other (specified below) SVP, Gen Counsel & Secretary		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
THOMASVILLE, GA 31757	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	e I - Non-L	Derivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price		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	02/04/2008		G	200	A	\$ 24.75	300 (1)	I	By Spouse
Common Stock							110,649	D	
Common Stock							564 <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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and a Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Award (4)	\$ 0					01/03/2008	01/03/2008	Common Stock	1,620
Option (Right to Buy) (4)	\$ 18.68					01/03/2009	01/03/2013	Common Stock	26,175
Restricted Stock Award (4)	\$ 0					02/05/2009	02/05/2009(5)	Common Stock	8,850
Option (Right to Buy) (4)	\$ 19.57					02/05/2010	02/05/2014	Common Stock	32,775

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

AVERA STEPHEN R 1919 FLOWERS CIRCLE THOMASVILLE, GA 31757

SVP, Gen Counsel & Secretary

Signatures

Stephen R. 02/04/2008 Avera

**Signature of Date
Reporting Person

Reporting Owners 2

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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 children.
- 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) 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.