

RAZMINAS VYTO F  
Form 4  
December 03, 2008

**FORM 4**

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

OMB APPROVAL

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**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 \*  
RAZMINAS VYTO F

(Last) (First) (Middle)  
1310 MILLPOND ROAD  
(Street)

THOMASVILLE, GA 31792

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/02/2008

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)  
SVP&Chief Information Officer

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)
			Code	V Amount (A) or (D) Price			
Common Stock	12/02/2008		P	1,800 A \$ 23.7499	7,900	D	
Common Stock	12/02/2008		P	300 A \$ 23.75	8,200	D	
Common Stock					73	I	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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Option (Right to Buy) <sup>(1)</sup>	\$ 18.68					01/03/2009 01/03/2013	Common Stock	9,075
Option (Right to Buy) <sup>(1)</sup>	\$ 19.57					02/05/2010 02/05/2014	Common Stock	9,825
Option (Right to Buy) <sup>(1)</sup>	\$ 19.57					02/05/2010 02/05/2014	Common Stock	1,725
Restricted Stock Award <sup>(1)</sup>	\$ 0					02/05/2009 02/05/2009 <sup>(2)</sup>	Common Stock	2,625
Restricted Stock Award <sup>(1)</sup>	\$ 0					02/05/2009 02/05/2009 <sup>(2)</sup>	Common Stock	450
Option (Right to Buy) <sup>(1)</sup>	\$ 24.75					02/04/2011 02/04/2015	Common Stock	9,400
Option (Right to Buy) <sup>(1)</sup>	\$ 24.75					02/04/2011 02/04/2015	Common Stock	1,800
Restricted Stock Award <sup>(1)</sup>	\$ 0					02/04/2010 02/04/2010 <sup>(2)</sup>	Common Stock	2,300
Restricted Stock Award <sup>(1)</sup>	\$ 0					02/04/2010 02/04/2010 <sup>(2)</sup>	Common Stock	450

