

RAZMINAS VYTO F
Form 4
February 10, 2010

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 *
RAZMINAS VYTO F

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP&Chief Information Officer

THOMASVILLE, GA 31792

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 02/08/2010 | | M | | 9,825 | A | \$ 19.57 | 19,958 | D | |
| Common Stock | 02/09/2010 | | S | | 8,610 | D | \$ 24.6622 | 11,348 | D | |
| Common Stock | 02/09/2010 | | M | | 2,760 | A | \$ 24.24 | 14,108 | D | |
| Common Stock | 02/09/2010 | | F | | 967 | D | \$ 24.24 | 13,141 | D | |
| Common Stock | 02/09/2010 | | M | | 540 | A | \$ 24.24 | 872 | I | By Spouse ⁽³⁾ |

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| | | | | | | | | |
|--------------|------------|---|-----|---|----------|-----|---|--------------------------|
| Common Stock | 02/09/2010 | F | 208 | D | \$ 24.24 | 664 | I | By Spouse ⁽³⁾ |
| Common Stock | | | | | | 76 | I | 401(k) ⁽⁴⁾ |

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

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SEC 1474
(9-02)

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) | Amount or Number of Share |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Option (Right to Buy) ⁽¹⁾ | \$ 19.57 | 02/08/2010 | | M | 9,825 | 02/05/2010 02/05/2014 | Common Stock | 9,825 |
| Restricted Stock Award ⁽¹⁾ | \$ 0 | 02/09/2010 | | A | 460 | 02/04/2010 ⁽²⁾ | Common Stock | 460 |
| Restricted Stock Award ⁽¹⁾ | \$ 0 | 02/09/2010 | | M | 2,760 | 02/04/2010 ⁽²⁾ | Common Stock | 2,760 |
| Restricted Stock Award ⁽¹⁾ | \$ 0 | 02/09/2010 | | A | 90 | 02/04/2010 ⁽²⁾ | Common Stock | 90 |
| Restricted Stock Award ⁽¹⁾ | \$ 0 | 02/09/2010 | | M | 540 | 02/04/2010 ⁽²⁾ | Common Stock | 540 |
| Option (Right to Buy) ⁽¹⁾ | \$ 19.57 | | | | | 02/05/2010 02/05/2014 | Common Stock | 1,725 |
| Option (Right to Buy) ⁽¹⁾ | \$ 18.68 | | | | | 01/03/2009 01/03/2013 | Common Stock | 9,075 |

| | | | | | |
|---------------------------------------|----------|------------|------------|--------------|--------|
| Restricted Stock Award ⁽¹⁾ | \$ 0 | 02/05/2009 | <u>(2)</u> | Common Stock | 0 |
| Restricted Stock Award ⁽¹⁾ | \$ 0 | 02/05/2009 | <u>(2)</u> | Common Stock | 0 |
| Option (Right to Buy) ⁽¹⁾ | \$ 24.75 | 02/04/2011 | 02/04/2015 | Common Stock | 9,400 |
| Option (Right to Buy) ⁽¹⁾ | \$ 24.75 | 02/04/2011 | 02/04/2015 | Common Stock | 1,800 |
| Option (Right to Buy) ⁽¹⁾ | \$ 23.84 | 02/09/2012 | 02/09/2016 | Common Stock | 12,550 |
| Option (Right to Buy) ⁽¹⁾ | \$ 23.84 | 02/09/2012 | 02/09/2016 | Common Stock | 2,000 |
| Restricted Stock Award ⁽¹⁾ | \$ 0 | 02/09/2011 | <u>(2)</u> | Common Stock | 2,600 |
| Restricted Stock Award ⁽¹⁾ | \$ 0 | 02/09/2011 | <u>(2)</u> | Common Stock | 400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RAZMINAS VYTO F 1310 MILLPOND ROAD THOMASVILLE, GA 31792 | | | SVP&Chief Information Officer | |

Signatures

/s/ Stephen R. Avera,
Agent

02/10/2010

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

(2) Grant expires on Exercisable Date if performance measures are not met.

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(3) Beneficial ownership is disclaimed.

(4) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of 12/31/2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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