

FERNANDEZ MANUEL A
 Form 4
 February 17, 2011

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 *
 FERNANDEZ MANUEL A

(Last) (First) (Middle)
 12600 GATEWAY BOULEVARD
 (Street)
 FORT MYERS, FL 33913
 (City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2011

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)

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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/15/2011 | | J(6) | 2,854 D | \$ 24.99 | 0 | I |
| Common Stock | 02/15/2011 | | J(6) | 2,854 A | \$ 24.99 | 21,266 | D |

Flowers Stock Tracking A/C (1)

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

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SEC 1474 (9-02)

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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. Price of Derivative Security (Instr. 5) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Deferred Stock <u>(2)</u> | \$ 0 <u>(3)</u> | | | | | 06/05/2008 | <u>(4)</u> | Common Stock | 3,435 |
| Deferred Stock <u>(2)</u> | \$ 0 <u>(3)</u> | | | | | 02/05/2009 | <u>(4)</u> | Common Stock | 5,130 |
| Deferred Stock <u>(2)</u> | \$ 0 <u>(5)</u> | | | | | 06/03/2009 | <u>(4)</u> | Common Stock | 3,580 |
| Deferred Stock <u>(2)</u> | \$ 0 <u>(3)</u> | | | | | 01/02/2010 | <u>(4)</u> | Common Stock | 5,540 |
| Deferred Stock <u>(2)</u> | \$ 0 <u>(3)</u> | | | | | 06/05/2011 | <u>(4)</u> | Common Stock | 200 |
| Deferred Stock <u>(2)</u> | \$ 0 <u>(3)</u> | | | | | 06/08/2011 | <u>(4)</u> | Common Stock | 4,020 |
| Deferred Stock <u>(2)</u> | \$ 0 <u>(3)</u> | | | | | 01/04/2012 | <u>(4)</u> | Common Stock | 4,490 |
| Deferred Stock <u>(2)</u> | \$ 0 <u>(3)</u> | | | | | 01/03/2013 | <u>(4)</u> | Common Stock | 4,010 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FERNANDEZ MANUEL A 12600 GATEWAY BOULEVARD FORT MYERS, FL 33913 | | | X | |

Signatures

/s/ Stephen R. Avera,
Agent

02/17/2011

__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).
Under the terms of the Flowers Foods Executive Deferred Compensation Plan, reporting person elected to have a portion of plan
- (1) contributions valued as shares of the issuer's common stock, as of the closing stock price on 01/02/2009. Each unit of the Flowers Stock Tracking Account is the equivalent of one share of issuer's common stock.
- (2) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (3) In accordance with the terms of the Deferred Shares Agreement for Directors, the deferred shares awarded do not have a conversion or exercise price.
- (4) No expiration date.
- (5) In accordance with the terms of the 2010 Restricted Stock Award Agreement, the performance shares awarded do not have a conversion or exercise price.
- (6) In-service distribution of shares made pursuant to the terms of the Flowers Foods Executive Deferred Compensation Plan.

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.