

FLOWERS FOODS INC
Form 4
February 11, 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 *
BEATY MICHAEL A

(Last) (First) (Middle)

1919 FLOWERS CIRCLE

(Street)

THOMASVILLE, GA 31757

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2008

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/Supply Chain

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 (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/07/2008		M	2,370 A \$ 0	107,819	D	
Common Stock	02/07/2008		F	769 D \$ 22.93	107,050	D	
Common Stock					1,081 ⁽¹⁾	I	By Spouse
Common Stock					1,068 ⁽²⁾	I	By 401(k)

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

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Award ⁽³⁾	\$ 0	02/07/2008		A	1,185 <u>(4)</u>	01/03/2008	01/03/2008	Common Stock	1,185
Restricted Stock Award ⁽³⁾	\$ 0	02/07/2008		M	2,370	01/03/2008	01/03/2008	Common Stock	2,370
Restricted Stock Award ⁽³⁾	\$ 0					02/05/2009	02/05/2009 ⁽⁵⁾	Common Stock	7,350
Restricted Stock Award ⁽³⁾	\$ 0					02/04/2010	02/04/2010 ⁽⁵⁾	Common Stock	6,300
Option (Right to Buy) ⁽³⁾	\$ 24.75					02/04/2011	02/04/2015	Common Stock	24,750
Option (Right to Buy) ⁽³⁾	\$ 18.68					01/03/2009	01/03/2013	Common Stock	19,680
Option (Right to Buy) ⁽³⁾	\$ 19.57					02/05/2010	02/05/2014	Common Stock	27,000
Option (Right to Buy) ⁽³⁾	\$ 9.34					07/16/2007	07/16/2013	Common Stock	55,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

