WARD JACKIE M

Form 4

January 06, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Persons who respond to the collection of

information contained in this form are not

January 31, 2005

0.5

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subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

CKIE M		Symbol FLOW					(Charle all applicable)		
(First)	(Middle)		3. Date of Earliest Transaction					**	Owner
1200 LAKE HEARN DRIVE, SUITE 550			01/02/2009				Officer (give title below) Other (specify below)		
(Street)		4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
, GA 30319		Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
	(Zin)								
(State)	(Zip)	Tab	le I - Non-I	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
	ar) Execution	on Date, if	Code (Instr. 8)	or(A) or Di (Instr. 3,	sposed 4 and : (A) or	l of (D) 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)
01/02/2009			J <u>(1)</u>	16,798		\$ 23.85	16,798	I (1)	Flowers Stock Tracking A/C (1)
							71,350	D	
							187	I	By Spouse
•	(First) E HEARN JITE 550 (Street) A, GA 30319 (State) 2. Transaction E (Month/Day/Ye	(First) (Middle) E HEARN JITE 550 (Street) A, GA 30319 (State) (Zip) 2. Transaction Date (Month/Day/Year) Execution any (Month/	FLOW: (First) (Middle) 3. Date of (Month/I) E HEARN 01/02/2 JITE 550 (Street) 4. If Amore Filed(Month, GA 30319 (State) (Zip) Tab 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year)	FLOWERS FOC (First) (Middle) 3. Date of Earliest T (Month/Day/Year) E HEARN 01/02/2009 JITE 550 (Street) 4. If Amendment, Day/Year A, GA 30319 (State) (Zip) Table I - Non-I 2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if Transaction any Code (Month/Day/Year) (Instr. 8)	FLOWERS FOODS INC (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) E HEARN 01/02/2009 JITE 550 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) A, GA 30319 (State) (Zip) Table I - Non-Derivative 2. Transaction Date 2A. Deemed 3. 4. Securit (Month/Day/Year) Execution Date, if Transaction(A) or Diany Code (Instr. 3, 4 (Month/Day/Year)) (Month/Day/Year) (Instr. 8)	FLOWERS FOODS INC [FLOWERS FOODS	FLOWERS FOODS INC [FLO] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) E HEARN 01/02/2009 JITE 550 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) A, GA 30319 (State) (Zip) Table I - Non-Derivative Securities Acq 2. Transaction Date (Month/Day/Year) 3. 4. Securities Acquired (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (A) or Code V Amount (D) Price	FLOWERS FOODS INC [FLO] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)	FLOWERS FOODS INC [FLO] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) — X_ Director — 10% E HEARN 01/02/2009 — 00fficer (give title below) E HEARN 01/02/2009 — 00fficer (give title below) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) — Applicable Line) — Y_ Form filed by One Reporting Pe — Form filed by More than One Re Person (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial 2. Transaction Date (Month/Day/Year) — Execution Date, if Transactior(A) or Disposed of (D) Securities Ownership any — Code (Instr. 3, 4 and 5) — Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported Transaction(s) (Instr. 4) — Transaction(s) (Instr. 3 and 4) 01/02/2009 — Júl 16,798 A \$ 16,798 Iúl — 71,350 — D

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

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. Transactio Code (Instr. 8)	5. Number on f 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock (3)	\$ 0	01/02/2009		A	4,210	01/02/2011(4)	<u>(5)</u>	Common Stock	4,210
2007 Deferred Stock Award (3)	\$ 0					06/05/2008(4)	<u>(5)</u>	Common Stock	3,435
Deferred Stock (07 RET) (3)	\$ 0					02/05/2009(4)	<u>(5)</u>	Common Stock	5,130
2008 Deferred Stock Award (3)	\$ 0					06/03/2009(4)	<u>(5)</u>	Common Stock	3,580
Deferred Stock (08 RET) (3)	\$ 0					01/02/2010(4)	<u>(5)</u>	Common Stock	5,540
Deferred Stock (08 RET) (3)	\$ 0					02/04/2010(4)	(5)	Common Stock	5,240

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
WARD JACKIE M	X						
1200 LAKE HEARN DRIVE							
SUITE 550							

Reporting Owners 2

ATLANTA, GA 30319

Signatures

/s/ Stephen R. Avera, Agent

01/06/2009

**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) Beneficial ownership is disclaimed.
- (3) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (4) Acquisition of shares deferred until service separation.
- (5) No expiration date.

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.

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