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ALEXANDER BRAD K

Form 4

February 11, 2009

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Section 16.
Form 4 or
Form 5
obligations

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

burden hours per response... 0.5

Estimated average

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ALEXANDER BRAD K			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
			FLOWERS FOODS INC [FLO]			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
405 MEANDER TRACE			(Month/Day/Year) 02/09/2009	Director 10% Owner _X_ Officer (give title Other (specify below) President, Flowers Bakeries		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Chec		
			Filed(Month/Day/Year)	Applicable Line) _X_Form filed by One Reporting Person		
THOMASVILLE, GA 31792				Form filed by More than One Reporting Person		

(City)	(State) (Z	Zip) Table	e I - Non-D	Perivative Securities Ac	equired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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)
Common Stock					29,330	D	
Common Stock					1,403 (1)	I	By 401(k)
Common Stock					273	I (2)	Minor Children (3)
Common Stock					137	I (2)	Adult Child

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

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SEC 1474 (9-02)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transacti Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securition (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Award (4)	\$ 0	02/09/2009		A	6,850	02/09/2011	<u>(5)</u>	Common Stock	6,85
Option (Right to Buy) (4)	\$ 23.84	02/09/2009		A	33,350	02/09/2012	02/09/2016	Common Stock	33,3
Option (Right to Buy) (4)	\$ 9.34					07/16/2007	07/16/2013	Common Stock	5,83
Option (Right to Buy) (4)	\$ 18.68					01/03/2009	01/03/2013	Common Stock	13,5
Option (Right to Buy) (4)	\$ 19.57					02/05/2010	02/05/2014	Common Stock	14,8
Restricted Stock Award (4)	\$ 0					02/05/2009	02/05/2009(5)	Common Stock	0
Option (Right to Buy) (4)	\$ 24.75					02/04/2011	02/04/2015	Common Stock	14,4
Restricted Stock Award (4)	\$ 0					02/04/2010	02/04/2010(5)	Common Stock	3,55

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ALEXANDER BRAD K 405 MEANDER TRACE THOMASVILLE, GA 31792

President, Flowers Bakeries

Signatures

/s/ Stephen R. Avera, Agent 02/11/2009

**Signature of Reporting Date
Person

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) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of 12/31/2008.
- (2) Beneficial ownership is disclaimed.
- (3) By reporting person as custodian for his minor children. Beneficial ownership is disclaimed.
- (4) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (5) Grant expires on Exercisable Date if performance measures are not met.

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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