

RAZMINAS VYTO F
Form 4
February 11, 2009

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 *
RAZMINAS VYTO F

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

THOMASVILLE, GA 31792

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2009

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&Chief Information Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	10,133	D	
Common Stock				(A) or (D)	74 ⁽⁴⁾	I	401(k)
Common Stock				(A) or (D)	332	I	By Spouse ⁽¹⁾

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

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number.

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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Award ⁽³⁾	\$ 0	02/09/2009		A	2,600	02/09/2011	<u>(2)</u>	Common Stock	2,600
Option (Right to Buy) ⁽³⁾	\$ 23.84	02/09/2009		A	12,550	02/09/2012	02/09/2016	Common Stock	12,550
Option (Right to Buy) ⁽³⁾	\$ 23.84	02/09/2009		A	2,000	02/09/2012	02/09/2016	Common Stock	2,000
Restricted Stock Award ⁽³⁾	\$ 0	02/09/2009		A	400	02/09/2011	<u>(2)</u>	Common Stock	400
Option (Right to Buy) ⁽³⁾	\$ 18.68					01/03/2009	01/03/2013	Common Stock	9,070
Option (Right to Buy) ⁽³⁾	\$ 19.57					02/05/2010	02/05/2014	Common Stock	9,820
Option (Right to Buy) ⁽³⁾	\$ 19.57					02/05/2010	02/05/2014	Common Stock	1,720
Option (Right to Buy) ⁽³⁾	\$ 24.75					02/04/2011	02/04/2015	Common Stock	9,400
Option (Right to Buy) ⁽³⁾	\$ 24.75					02/04/2011	02/04/2015	Common Stock	1,800
Restricted Stock Award ⁽³⁾	\$ 0					02/04/2010	02/04/2010 ⁽²⁾	Common Stock	2,300

