### Edgar Filing: HYSELL ROBERT B - Form 3

#### HYSELL ROBERT B

Form 3 June 11, 2012

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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SECURITIES

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement FLOWERS FOODS INC [FLO] HYSELL ROBERT B (Month/Day/Year) 06/01/2012 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 4570 RIVER MANSION (Check all applicable) **COURT** (Street) 6. Individual or Joint/Group 10% Owner Director \_X\_\_ Officer Other Filing(Check Applicable Line) (give title below) (specify below) \_X\_ Form filed by One Reporting Pres-Flowers Foodservice Group Person DULUTH, GAÂ 30096 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock 9,371 D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security 2. Date Exercisable and 3. Title and Amount of 5. 6. Nature of Indirect (Instr. 4) **Expiration Date** Securities Underlying Conversion Ownership Beneficial (Month/Day/Year) **Derivative Security** or Exercise Form of Ownership (Instr. 4) Price of Derivative (Instr. 5) Derivative Security: Title Direct (D) Security

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Option (Right to Buy) (1)	07/16/2007	07/16/2013	Common Stock	34,255	\$ 6.23	D	Â
Option (Right to Buy) (1)	01/03/2009	01/03/2013	Common Stock	13,612	\$ 12.45	D	Â
Option (Right to Buy) (1)	02/05/2010	02/05/2014	Common Stock	15,075	\$ 13.05	D	Â
Option (Right to Buy) (1)	02/04/2011	02/04/2015	Common Stock	14,400	\$ 16.5	D	Â
Option (Right to Buy) (1)	02/09/2012	02/09/2016	Common Stock	18,975	\$ 15.89	D	Â
Option (Right to Buy) (1)	02/09/2013	02/09/2017	Common Stock	21,675	\$ 16.67	D	Â
Option (Right to Buy) (1)	02/10/2014	02/10/2018	Common Stock	25,500	\$ 16.31	D	Â
Restricted Stock Award	(2)	(3)	Common Stock	3,825	\$ 0 (4)	D	Â
Deferred Stock (1)	(5)	(6)	Common Stock	12,709	\$ <u>(5)</u>	I	By EDCP (5)

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b>1</b>	Director	10% Owner	Officer	Other		
HYSELL ROBERT B 4570 RIVER MANSION COURT DULUTH, GA 30096	Â	Â	Pres-Flowers Foodservice Group	Â		

## **Signatures**

/s/ Stephen R. Avera,
Agent

\*\*Signature of Reporting

Date

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (2) The company anticipates that in accordance with the terms of the 2011 Restricted Stock Award Agreement the vesting date of the performance shares awarded shall be the date of the filing of the company's Annual Report on Form 10-K with the SEC in 2013.
- (3) Grant expires on the vesting date if performance measures are not met.

**(4)** 

Reporting Owners 2

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In accordance with the terms of the 2011 Restricted Stock Award Agreement, the performance shares awarded do not have a conversion or exercise price.

- (5) Each Executive Deferred Compensation Plan ("EDCP") stock unit is the economic equivalent of one share of common stock. The EDCP stock units become payable in common stock upon the retirement of the reporting person.
- (6) None.

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.