

FLOWERS FOODS INC
Form 4
September 24, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
HYSELL ROBERT B

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4570 RIVER MANSION COURT

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/22/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres-Flowers Foodservice Group

DULUTH, GA 30096

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	09/22/2015		M	28,462 A	\$ 10.59 65,236	D	

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

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SEC 1474 (9-02)

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

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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 Securities (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Option (Right to Buy) ⁽¹⁾	\$ 10.59	09/22/2015		M	28,462	02/09/2012	02/09/2016	Common Stock	28,462
Option (Right to Buy) ⁽¹⁾	\$ 11.11					02/09/2013	02/09/2017	Common Stock	32,512
Option (Right to Buy) ⁽¹⁾	\$ 10.87					02/10/2014	02/10/2018	Common Stock	38,250
Deferred Stock ⁽¹⁾	⁽²⁾					⁽²⁾	⁽³⁾	Common Stock	19,063

Reporting Owners

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

Signatures

/s/ Stephen R. Avera,
Agent

09/24/2015

⁽¹⁾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).

(1) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.

(2) 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.

(3) 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.