FLOWERS FOODS INC

Form 4

February 23, 2016

FORM 4

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

OMB Number:

3235-0287

Check this box

Expires:

January 31, 2005

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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OMB APPROVAL

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SPEAR JAMES T			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			FLOWERS FOODS INC [FLO]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	X Director 10% Owner			
844 WILLIAMSBURG DRIVE			02/20/2015	Delow Officer (give title Delow) Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
				X Form filed by One Reporting Person Form filed by More than One Reporting			
NAPERVILLE, IL 60540				Person			

(0)	(0)	(7 ')	
(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) (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Instr. 8) 2. Transaction Date (Execution Date, if any (Month/Day/Year) (Instr. 8) 2. Transaction Date (Execution Date, if any (Month/Day/Year) (Instr. 8) 2. Transaction Date (Execution Date, if any (Month/Day/Year) (Instr. 3) 2. Transaction Date (Execution Date, if any (Month/Day/Year) (Instr. 3) 2. Transaction Date (Execution Date, if any (Month/Day/Year) (Instr. 3) 2. Transaction Date (Execution Date, if any (Month/Day/Year) (Instr. 3) 3.									*	/ =
(Instr. 3) any (Month/Day/Year) (Instr. 8) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 4) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 4) (Instr. 4) (Instr. 3 and 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 3 and 4) (Instr. 4) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 3 and 4) (r			
Common Stock Code V Amount (D) Price Transaction(s) (Instr. 3 and 4) Common Stock M 2,380 A (1) 2,380 D Common Stock Common Stock Transaction(s) (Instr. 3 and 4) A 30,375 I By Trust for Spouse Shares owned by	•	(Monta Day Tear)	any	Code	Disposed	of (D 4 and)	Beneficially Owned Following	(D) or Indirect (I)	Beneficial Ownership
Stock O2/22/2016 M 2,380 A D 2,380 D Common Stock Stock 30,375 I By Trust for Spouse Shares owned by				Code V	Amount	or	Price	Transaction(s)		
Stock Common Stock Stock 100 I for Spouse Shares owned by		02/22/2016		M	2,380	A	<u>(1)</u>	2,380	D	
Common 100 I owned by								30,375	I	~
								100	I	owned by

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. Transacti Code (Instr. 8)	5. Numb orDerivati Securitic Acquired Disposed (Instr. 3,	ve es d (A) or d of (D)	6. Date Exerci Expiration Dat (Month/Day/Y	te	7. Title and L Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock (2)	(1)	02/20/2015		A	2,380		02/20/2016	(3)	Common Stock	2,380
Deferred Stock (2)	(1)	02/22/2016		M		2,380	02/20/2016	(3)	Common Stock	2,380
Deferred Stock (2)	\$ 0 (1)						06/09/2016	(3)	Common Stock	6,026
Deferred Stock (2)	\$ 0 (1)						01/02/2016	(3)	Common Stock	4,963
Deferred Stock (2)	<u>(1)</u>						01/03/2017	(3)	Common Stock	4,660

Reporting Owners

n.	-4	nships
KP	SH O	nenine

Reporting Owner Name / Address

Director 10% Officer Other

SPEAR JAMES T
844 WILLIAMSBURG DRIVE X

NAPERVILLE, IL 60540

Signatures

/s/ Stephen R. Avera, Agent 02/23/2016

**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) In accordance with the terms of the Deferred Shares Agreement for Directors, the deferred shares awarded do not have a conversion or exercise price.

Reporting Owners 2

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- (2) Granted under the Flowers Foods, Inc. 2014 Omnibus Equity and Incentive Compensation Plan.
- (3) No expiration date.

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