Edgar Filing: FLOWERS FOODS INC - Form 4

FLOWERS F Form 4	FOODS INC										
March 28, 20	05										
FORM	4		GEOUD				NCEO			PROVAL	
	UNITED	STATES		shington,			NGE C	OMMISSION	OMB Number:	3235-0287	
Check this if no long	or			CEC DU					Expires:	January 31, 2005	
subject to Section 10 Form 4 or	SIAIEN 6.	IENT O	F CHAN	NERSHIP OF	Estimated a burden hour response	verage					
Form 5 obligation may conti <i>See</i> Instru 1(b).	Is Section 17(a) of the	Public Ut		ing Con	ipany	y Act of	e Act of 1934, 1935 or Section 0			
(Print or Type R	lesponses)										
1. Name and Address of Reporting Person <u>*</u> SHIVER ALLEN L			2. Issuer Name and Ticker or Trading Symbol FLOWERS FOODS INC [FLO]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (l	Middle)						(Check all applicable)			
1925 FLOWERS CIRCLE			(Month/Day/Year) 03/24/2005					Director 10% Owner X Officer (give title Other (specify below) below) Pres/COO Specialty Group			
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
THOMASV	ILLE, GA 31757	7	Filed(Mon	th/Day/Year)	•			Applicable Line) _X_ Form filed by C Form filed by M Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Data (Month/Day/Year)	Executio any		3. Transactio Code	4. Securit n(A) or Di (Instr. 3,	ties Ao spose	cquired d of (D)	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	
Common Stock	03/24/2005			G	68	D	\$ 29.16	21,579	D		
Common Stock								3,000 <u>(1)</u>	Ι	By Minor Children	
Common Stock								877 <u>(1)</u>	Ι	By Spouse	
Common Stock								54.263 <u>(2)</u>	Ι	By 401(k)	

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

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Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if			6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities		8. P Der	
Security (Instr. 3)	or Exercise Price of Derivative Security	(inonial Day i cai)	any (Month/Day/Year)	Code (Instr. 8)	ode of		(Month/Day/Year) e		(Instr. 3 and 4)		Sec (Ins
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (Right to Buy) (3)	\$ 9.47						04/06/2005	04/06/2011	Common Stock	103,500	
Option (Right to Buy) (3)	\$ 21.02						07/16/2007	07/16/2013	Common Stock	102,150	

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
SHIVER ALLEN L 1925 FLOWERS CIRCLE THOMASVILLE, GA 31757			Pres/COO Specialty Group						
Signatures									

Stephen R. Avera, 03/28/2005 Agent

**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) Beneficial ownership is disclaimed.

Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of the 2004 fiscal year end, (2)01/01/2005.

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

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.