FLOWERS FOODS INC

Form 4

February 11, 2008

FORM 4

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

OMB Number: 3235-0287

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Form 4 or 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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Ad SHIVER AL	-	ting Person *	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)			3. Date of Earliest Transaction			
1925 FLOWERS CIRCLE			(Month/Day/Year) 02/07/2008	Director 10% OwnerX_ Officer (give title Other (specify		
			02/07/2000	below) below) Pres/COO Specialty Group		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line)		
			Filed(Month/Day/Year)			
THOMASVILLE, GA 31757				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	e I - Non-D	Perivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5)			d of (D)	5. Amount of Securities Beneficially Owned Following	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/07/2008		M	4,290	A	\$0	167,493	D	
Common Stock	02/07/2008		F	1,392	D	\$ 22.93	166,101	D	
Common Stock							1,972 (1)	I	By Spouse
Common Stock							129 (2)	I	By 401(k)
Common Stock							6,750 <u>(3)</u>	I	By Minor Children

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Reminder: Report on a separate line for each class of securities beneficially 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.

SEC 1474 (9-02)

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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Restricted Stock Award (4)	\$ 0	02/07/2008		A	2,145 (5)		01/03/2008	01/03/2008	Common Stock	2,
Restricted Stock Award (4)	\$ 0	02/07/2008		M		4,290	01/03/2008	01/03/2008	Common Stock	4,
Restricted Stock Award (4)	\$ 0						02/05/2009	02/05/2009(6)	Common Stock	11
Restricted Stock Award (4)	\$ 0						02/04/2010	02/04/2010(6)	Common Stock	9,
Option (Right to Buy) (4)	\$ 24.75						02/04/2011	02/04/2015	Common Stock	36
Option (Right to Buy) (4)	\$ 18.68						01/03/2009	01/03/2013	Common Stock	34
Option (Right to Buy) (4)	\$ 19.57						02/05/2010	02/05/2014	Common Stock	42

Reporting Owners

Reporting Owner Name / Address			Relationships	
	Director	10% Owner	Officer	Other

Pres/COO Specialty Group

Reporting Owners 2

SHIVER ALLEN L 1925 FLOWERS CIRCLE THOMASVILLE, GA 31757

Signatures

Stephen R. Avera, 02/11/2008 Agent

**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) Beneficial ownership is disclaimed.
- (2) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of the 2007 fiscal year end, 12/29/2007.
- (3) By reporting person as custodian for his minor children. Beneficial ownership is disclaimed.
- (4) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (5) The number of shares acquired represents the maximum number of additional shares which may be awarded, in accordance with the terms of the 2006 Restricted Stock Award Agreement.
- (6) Grant expires on Exercisable Date if performance measures are not met.

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.

Signatures 3