

FLOWERS FOODS INC
Form 4
February 11, 2008

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 *
SHIVER ALLEN L

(Last) (First) (Middle)

1925 FLOWERS CIRCLE

(Street)

THOMASVILLE, GA 31757

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Pres/COO Specialty Group

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

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
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 ⁽³⁾	I	By Minor Children

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

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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. 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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Restricted Stock Award ⁽⁴⁾	\$ 0	02/07/2008		A	2,145 ⁽⁵⁾	01/03/2008 01/03/2008	Common Stock	2,145
Restricted Stock Award ⁽⁴⁾	\$ 0	02/07/2008		M	4,290	01/03/2008 01/03/2008	Common Stock	4,290
Restricted Stock Award ⁽⁴⁾	\$ 0					02/05/2009 02/05/2009 ⁽⁶⁾	Common Stock	11,000
Restricted Stock Award ⁽⁴⁾	\$ 0					02/04/2010 02/04/2010 ⁽⁶⁾	Common Stock	9,000
Option (Right to Buy) ⁽⁴⁾	\$ 24.75					02/04/2011 02/04/2015	Common Stock	36,000
Option (Right to Buy) ⁽⁴⁾	\$ 18.68					01/03/2009 01/03/2013	Common Stock	34,000
Option (Right to Buy) ⁽⁴⁾	\$ 19.57					02/05/2010 02/05/2014	Common Stock	42,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Director	10% Owner
	Officer
	Other
	Pres/COO Specialty Group

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.
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