

DEESE GEORGE E

Form 4

February 09, 2009

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DEESE GEORGE E

(Last) (First) (Middle)

1919 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)  
02/05/2009

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)

Chairman-Bd, CEO, President

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/05/2009                              |                                                             | M                                    | 71,820 A                                                                | \$ 0 1,067,068                                                                                                     | D                                                                    |                                                                   |
| Common<br>Stock                       | 02/05/2009                              |                                                             | F                                    | 26,717 D                                                                | \$ 23.71 1,040,351                                                                                                 | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 7,413 <sup>(1)</sup>                                                                                               | I                                                                    | By 401(k)                                                         |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 22,356                                                                                                             | I                                                                    | By Spouse<br><sup>(2)</sup>                                       |

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

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(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |        | 7. Title and A<br>Underlying Se<br>(Instr. 3 and 4) |                           |                 |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------|-----------------------------------------------------|---------------------------|-----------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                      | (A)                                                            | (D)    | Date<br>Exercisable                                 | Expiration Date           | Title           |
| Restricted<br>Stock<br>Award <sup>(3)</sup>         | \$ 0                                                                  | 02/05/2009                              |                                                             | A                                       |                                                                                                        | 11,970<br><sup>(5)</sup>                                       |        | 02/05/2009                                          | 02/05/2009 <sup>(4)</sup> | Common<br>Stock |
| Restricted<br>Stock<br>Award <sup>(3)</sup>         | \$ 0                                                                  | 02/05/2009                              |                                                             | M                                       |                                                                                                        |                                                                | 71,820 | 02/05/2009                                          | 02/05/2009 <sup>(4)</sup> | Common<br>Stock |
| Option<br>(Right to<br>Buy) <sup>(3)</sup>          | \$ 18.68                                                              |                                         |                                                             |                                         |                                                                                                        |                                                                |        | 01/03/2009                                          | 01/03/2013                | Common<br>Stock |
| Option<br>(Right to<br>Buy) <sup>(3)</sup>          | \$ 19.57                                                              |                                         |                                                             |                                         |                                                                                                        |                                                                |        | 02/05/2010                                          | 02/05/2014                | Common<br>Stock |
| Option<br>(Right to<br>Buy) <sup>(3)</sup>          | \$ 24.75                                                              |                                         |                                                             |                                         |                                                                                                        |                                                                |        | 02/04/2011                                          | 02/04/2015                | Common<br>Stock |
| Restricted<br>Stock<br>Award <sup>(3)</sup>         | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                        |                                                                |        | 02/04/2010                                          | 02/04/2010 <sup>(4)</sup> | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                                |       |
|----------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                | Director      | 10% Owner | Officer                        | Other |
| DEESE GEORGE E<br>1919 FLOWERS CIRCLE<br>THOMASVILLE, GA 31757 | X             |           | Chairman-Bd,<br>CEO, President |       |

## Signatures

/s/ Stephen R. Avera,  
Agent

02/09/2009

\_\_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) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of 12/31/2008.
- (2) Beneficial ownership is disclaimed.
- (3) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (4) Grant expires on Exercisable Date if performance measures are not met.
- (5) The number of shares acquired represents the maximum number of additional shares, which may be awarded in accordance with the terms of the 2007 Restricted Stock Award Agreement.

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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