

RAZMINAS VYTO F  
Form 4  
April 15, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
RAZMINAS VYTO F

(Last) (First) (Middle)  
1310 MILLPOND ROAD  
(Street)

THOMASVILLE, GA 31792

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
04/13/2011

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)  
SVP&Chief Information Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/13/2011		M	9,075 A \$ 18.68	23,534	D	
Common Stock	04/14/2011		S	7,010 D \$ 28.4123	16,524	D	
Common Stock					79	I	401(k) <sup>(2)</sup>
Common Stock					867	I	By Spouse <sup>(3)</sup>

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)	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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy) <sup>(1)</sup>	\$ 18.68	04/13/2011		M	9,075	01/03/2009	01/03/2013	Common Stock	9,075
Option (Right to Buy) <sup>(1)</sup>	\$ 19.57					02/05/2010	02/05/2014	Common Stock	1,725
Option (Right to Buy) <sup>(1)</sup>	\$ 24.75					02/04/2011	02/04/2015	Common Stock	9,400
Option (Right to Buy) <sup>(1)</sup>	\$ 24.75					02/04/2011	02/04/2015	Common Stock	1,800
Option (Right to Buy) <sup>(1)</sup>	\$ 23.84					02/09/2012	02/09/2016	Common Stock	12,550
Option (Right to Buy) <sup>(1)</sup>	\$ 23.84					02/09/2012	02/09/2016	Common Stock	2,000
Option (Right to Buy) <sup>(1)</sup>	\$ 25.01					02/09/2013	02/09/2017	Common Stock	13,900
Option (Right to Buy) <sup>(1)</sup>	\$ 25.01					02/09/2013	02/09/2017	Common Stock	2,400
Restricted Stock Award <sup>(1)</sup>	\$ 0 <sup>(5)</sup>					02/09/2012	<sup>(4)</sup>	Common Stock	2,200



## Edgar Filing: RAZMINAS VYTO F - Form 4

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.