

MCCANN CHRISTOPHER G
 Form 4
 November 26, 2018

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 *
 MCCANN CHRISTOPHER G

2. Issuer Name and Ticker or Trading Symbol
 1 800 FLOWERS COM INC
 [FLWS]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO and President

(Last) (First) (Middle)
 ONE OLD COUNTRY ROAD, SUITE 500
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/21/2018

CARLE PLACE, NY 11514

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

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

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | 11/21/2018 | | M | 12,500 | A | \$ 1.79 | 869,237 D |
| Class A Common Stock | 11/21/2018 | | S | 12,500 | D | \$ 12.3 (1) | 856,737 D |
| Class A Common Stock | 11/23/2018 | | M | 12,500 | A | \$ 1.79 | 869,237 D |
| Class A Common Stock | 11/23/2018 | | S | 12,500 | D | \$ | 856,737 D |

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| | | | | |
|----------------------|---------------------|---------|---|--------------|
| Common Stock | 12.64 <u>(2)</u> | | | |
| Class A Common Stock | | 172,944 | I | I <u>(3)</u> |
| Class A Common Stock | | 263,881 | I | I <u>(3)</u> |
| Class A Common Stock | | 278,000 | I | I <u>(3)</u> |
| Class A Common Stock | | 110 | I | I <u>(4)</u> |

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 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) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 1.79 | 11/21/2018 | | M | 12,500 | <u>(5)</u> 10/26/2020 | Class A Common Stock | 12,500 | |
| Stock Option (Right to Buy) | \$ 1.79 | 11/23/2018 | | M | 12,500 | <u>(5)</u> 10/26/2020 | Class A Common Stock | 12,500 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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| | Director | 10% Owner | Officer | Other |
|--|----------|-----------|-------------------|-------|
| MCCANN CHRISTOPHER G ONE OLD COUNTRY ROAD SUITE 500 CARLE PLACE, NY 11514 | X | X | CEO and President | |

Signatures

/s/Christopher G.
McCann

11/26/2018

 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) The price in Column 4 is a weighted average price. The shares were disposed of in multiple transactions ranging from \$12.00 to \$12.50 inclusive. The Reporting Person undertakes to provide to 1-800-Flowers.com, Inc. or the Staff of the Securities and Exchange Commission, upon request full information regarding the number of shares sold at each separate price within the range set forth above.
 - (2) The price in Column 4 is a weighted average price. The shares were disposed of in multiple transactions ranging from \$12.39 to \$12.77 inclusive. The Reporting Person undertakes to provide to 1-800-Flowers.com, Inc. or the Staff of the Securities and Exchange Commission, upon request full information regarding the number of shares sold at each separate price within the range set forth above.
 - (3) Shares held by a Grantor Retained Annuity Trust of which Reporting Person is the Trustee.
 - (4) Shares held by Reporting Person as custodian for his son.
 - (5) The options were granted on 10/26/10 and vested ratably over 8 years.

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.