

COURTNEY H MARK
Form 3
January 12, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
COURTNEY H MARK		(Month/Day/Year)	FLOWERS FOODS INC [FLO]	
(Last)	(First)	(Middle)	01/02/2011	
16 MEANDER TRACE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
THOMASVILLE, GA 31792			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			SVP Sales&Mkt Bakeries	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	11,171	D	
Common Stock	3,864	I	By 401(k)

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Option (Right to Buy) ⁽¹⁾	02/05/2010	02/05/2014	Common Stock	10,275	\$ 19.57	D	Â
Option (Right to Buy) ⁽¹⁾	02/04/2011	02/04/2015	Common Stock	9,700	\$ 24.75	D	Â
Option (Right to Buy) ⁽¹⁾	02/09/2012	02/09/2016	Common Stock	12,550	\$ 23.84	D	Â
Restricted Stock Award ⁽¹⁾	02/09/2011	Â ⁽²⁾	Common Stock	2,600	\$ 0 ⁽³⁾	D	Â
Option (Right to Buy) ⁽¹⁾	02/09/2013	02/09/2017	Common Stock	14,450	\$ 25.01	D	Â
Restricted Stock Award ⁽¹⁾	02/09/2012	Â ⁽²⁾	Common Stock	2,300	\$ 0 ⁽⁴⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COURTNEY H MARK 16 MEANDER TRACE THOMASVILLE, GA 31792	Â	Â	Â SVP Sales&Mkt Flowers Bakeries	Â

Signatures

/s/ Stephen R. Avera,
Agent

01/12/2011

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (2) Grant expires on Exercisable Date if performance measures are not met.
- (3) In accordance with the terms of the 2009 Restricted Stock Award Agreement, the performance shares awarded do not have a conversion or exercise price.
- (4) In accordance with the terms of the 2010 Restricted Stock Award Agreement, the performance shares awarded do not have a conversion or exercise price.

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.