

HYSELL ROBERT B

Form 3

June 11, 2012

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

HYSELL ROBERT B

(Last) (First) (Middle)

4570 RIVER MANSION
COURT

(Street)

DULUTH, GA 30096

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/01/2012

3. Issuer Name and Ticker or Trading Symbol
FLOWERS FOODS INC [FLO]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Pres-Flowers Foodservice 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 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

9,371

D

A

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

SEC 1473 (7-02)

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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)

Title

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Option (Right to Buy) ⁽¹⁾	07/16/2007	07/16/2013	Common Stock	34,255	\$ 6.23	D	Â
Option (Right to Buy) ⁽¹⁾	01/03/2009	01/03/2013	Common Stock	13,612	\$ 12.45	D	Â
Option (Right to Buy) ⁽¹⁾	02/05/2010	02/05/2014	Common Stock	15,075	\$ 13.05	D	Â
Option (Right to Buy) ⁽¹⁾	02/04/2011	02/04/2015	Common Stock	14,400	\$ 16.5	D	Â
Option (Right to Buy) ⁽¹⁾	02/09/2012	02/09/2016	Common Stock	18,975	\$ 15.89	D	Â
Option (Right to Buy) ⁽¹⁾	02/09/2013	02/09/2017	Common Stock	21,675	\$ 16.67	D	Â
Option (Right to Buy) ⁽¹⁾	02/10/2014	02/10/2018	Common Stock	25,500	\$ 16.31	D	Â
Restricted Stock Award ⁽¹⁾	Â ⁽²⁾	Â ⁽³⁾	Common Stock	3,825	\$ 0 ⁽⁴⁾	D	Â
Deferred Stock ⁽¹⁾	Â ⁽⁵⁾	Â ⁽⁶⁾	Common Stock	12,709	\$ ⁽⁵⁾	I	By EDCP ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HYSELL ROBERT B 4570 RIVER MANSION COURT DULUTH, GA 30096	Â	Â	Â Pres-Flowers Foodservice Group	Â

Signatures

/s/ Stephen R. Avera,
Agent

06/11/2012

__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) The company anticipates that in accordance with the terms of the 2011 Restricted Stock Award Agreement the vesting date of the performance shares awarded shall be the date of the filing of the company's Annual Report on Form 10-K with the SEC in 2013.
- (3) Grant expires on the vesting date if performance measures are not met.
- (4)

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In accordance with the terms of the 2011 Restricted Stock Award Agreement, the performance shares awarded do not have a conversion or exercise price.

- (5) Each Executive Deferred Compensation Plan ("EDCP") stock unit is the economic equivalent of one share of common stock. The EDCP stock units become payable in common stock upon the retirement of the reporting person.
- (6) None.

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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