

FLOWERS FOODS INC
Form 4
September 23, 2014

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 *
BEATY MICHAEL A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1919 FLOWERS CIRCLE

3. Date of Earliest Transaction (Month/Day/Year)
09/19/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

EVP / Supply Chain

(Street)

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

THOMASVILLE, GA 31757

(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)
			Code	V	Amount or Price		
Common Stock	09/19/2014		M		55,687 A \$ 11	330,849	D
Common Stock	09/22/2014		S		15,687 D \$ 18.4028	315,162	D
Common Stock	09/23/2014		S		40,000 D \$ 18.211 (1)	275,162	D
Common Stock						1,337.27	I By 401(k) (2)
Common Stock						2,431	I By Spouse (3)

Common Stock	2,700	I	By Spouse as Custodian for grandchildren <u>(3)</u>
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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (Right to Buy) ⁽⁴⁾	\$ 11	09/19/2014		M	55,687	02/04/2011 02/04/2015	Common Stock 55,687
Option (Right to Buy) ⁽⁴⁾	\$ 10.59					02/09/2012 02/09/2016	Common Stock 58,050
Option (Right to Buy) ⁽⁴⁾	\$ 11.11					02/09/2013 02/09/2017	Common Stock 63,225
Option (Right to Buy) ⁽⁴⁾	\$ 10.87					02/10/2014 02/10/2018	Common Stock 76,837

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEATY MICHAEL A 1919 FLOWERS CIRCLE THOMASVILLE, GA 31757			EVP / Supply Chain	

Signatures

/s/ Stephen R. Avera,
Agent

09/23/2014

__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) Average of trade executions in price range from \$18.23 to \$18.20 per share.
- (2) Share total includes exempt acquisitions of shares allocated to reporting person under Issuer's 401(k) Plan, based on a plan statement dated 07/14/2014.
- (3) Beneficial ownership is disclaimed.
- (4) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.

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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