

SHIELDS JOSEPH V JR  
 Form 5  
 January 03, 2018

**FORM 5**

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

OMB APPROVAL  
 OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**SHIELDS JOSEPH V JR**  
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

**1919 FLOWERS CIRCLE**  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/29/2017**

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

**THOMASVILLE, GA 31757**  
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting  
 (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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Amount or Price  |  |  |
| Common Stock                    | 12/20/2017                           | Â  | G                              | 1,250 D   | \$ 19.58   | 463,922 D  | Â  |
| Common Stock                    | 12/26/2017                           | Â  | G                              | 7,832 A   | \$ 19.43   | 463,922 D  | Â  |
| Common Stock                    | 12/26/2017                           | Â  | G                              | 7,832 D   | \$ 19.43   | 7,669,757 I  | By Spouse (1)                              |
| Common Stock                    | 12/26/2017                           | Â  | G                              | 7,832 D   | \$ 19.43   | 463,922 D  | Â  |
|                                 | 12/26/2017                           | Â  | G                              | 7,832 D   |  | 7,669,757 I  |  |

Edgar Filing: SHIELDS JOSEPH V JR - Form 5

Common Stock \$ 19.43 By Spouse (1)

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 2270 (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. Price or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------|
| Deferred Stock (2)                         | \$ 0 (3)   | ^                                    | ^  | ^                              | ^ ^   | 05/24/2018 ^ (4)   | Common Stock  | 7,020                        |
| Deferred Stock (2)                         | ^  | ^                                    | ^  | ^                              | ^ ^   | 01/01/2018 ^ (4)   | Common Stock  | 5,010                        |

Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SHIELDS JOSEPH V JR<br>1919 FLOWERS CIRCLE<br>THOMASVILLE, GA 31757 | ^ X           | ^         | ^       | ^     |

Signatures

/s/ Stephen R. Avera, Agent 01/03/2018  
 \*\*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) Beneficial ownership is disclaimed.
- (2) Granted under the Flowers Foods, Inc. 2014 Omnibus Equity and Incentive Compensation Plan.

## Edgar Filing: SHIELDS JOSEPH V JR - Form 5

- (3) In accordance with the terms of the Deferred Shares Agreement for Directors, the deferred shares awarded do not have a conversion or exercise price.
- (4) No expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.