

FLOWERS FOODS INC
Form 4
February 11, 2008

FORM 4

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

OMB APPROVAL

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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 *
SHIVER ALLEN L

(Last) (First) (Middle)

1925 FLOWERS CIRCLE

(Street)

THOMASVILLE, GA 31757

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Pres/COO Specialty 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 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/07/2008		M	4,290 A \$ 0	167,493	D	
Common Stock	02/07/2008		F	1,392 D \$ 22.93	166,101	D	
Common Stock					1,972 ⁽¹⁾	I	By Spouse
Common Stock					129 ⁽²⁾	I	By 401(k)
Common Stock					6,750 ⁽³⁾	I	By Minor Children

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

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Award ⁽⁴⁾	\$ 0	02/07/2008		A	2,145 ⁽⁵⁾	01/03/2008	01/03/2008	Common Stock	2,145
Restricted Stock Award ⁽⁴⁾	\$ 0	02/07/2008		M	4,290	01/03/2008	01/03/2008	Common Stock	4,290
Restricted Stock Award ⁽⁴⁾	\$ 0					02/05/2009	02/05/2009 ⁽⁶⁾	Common Stock	11,000
Restricted Stock Award ⁽⁴⁾	\$ 0					02/04/2010	02/04/2010 ⁽⁶⁾	Common Stock	9,000
Option (Right to Buy) ⁽⁴⁾	\$ 24.75					02/04/2011	02/04/2015	Common Stock	36,000
Option (Right to Buy) ⁽⁴⁾	\$ 18.68					01/03/2009	01/03/2013	Common Stock	34,000
Option (Right to Buy) ⁽⁴⁾	\$ 19.57					02/05/2010	02/05/2014	Common Stock	42,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Director	10% Owner
	Officer
	Other
	Pres/COO Specialty Group

