

FLOWERS FOODS INC
Form 3
June 09, 2008

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 | |
| Â THRIFFILEY DONALD A JR | | | (Month/Day/Year) 06/09/2008 | | FLOWERS FOODS INC [FLO] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 200 OAK TRACE DRIVE | | | (Check all applicable) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | ___ Director ___ 10% Owner | | | __X__ Form filed by One Reporting Person |
| THOMASVILLE,Â GAÂ 31792 | | | __X__ Officer ___ Other (give title below) (specify below) | | | ___ Form filed by More than One Reporting Person |
| (City) (State) (Zip) | | | SVP Human Resources | | | |

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 | 20,640 | D | Â |
| Common Stock | 3,531 | 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 | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------------|--------------|----------------------------|---------------------|---|---|
| Option (Right to Buy) <u>(1)</u> | 01/03/2009 | 01/03/2013 | Common Stock | 9,075 | \$ 18.68 | D | Â |
| Option (Right to Buy) <u>(1)</u> | 02/05/2010 | 02/05/2014 | Common Stock | 9,825 | \$ 19.57 | D | Â |
| Option (Right to Buy) <u>(1)</u> | 02/04/2011 | 02/04/2015 | Common Stock | 9,400 | \$ 24.75 | D | Â |
| Restricted Stock Award <u>(1)</u> | 02/05/2009 | 02/05/2009 <u>(2)</u> | Common Stock | 2,625 | \$ 0 | D | Â |
| Restricted Stock Award <u>(2)</u> | 02/04/2010 | 02/04/2010 <u>(2)</u> | Common Stock | 2,300 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| THRIFFILEY DONALD A JR 200 OAK TRACE DRIVE THOMASVILLE, GA 31792 | Â | Â | Â SVP Human Resources | Â |

Signatures

Stephen R. Avera,
Agent 06/09/2008

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.

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.