

1 800 FLOWERS COM INC
Form 4
March 31, 2016

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 *
TAICLET DAVID

(Last) (First) (Middle)
ONE OLD COUNTRY ROAD, SUITE 500
(Street)

CARLE PLACE, NY 11514

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
1 800 FLOWERS COM INC [FLWS]

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2016

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)
President, GFGB

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
Class A Common Stock	02/02/2016		A		10,121	A	\$ 0
Class A Common Stock	03/29/2016		M		19,364	A	\$ 3.11
Class A Common Stock	03/29/2016		S		12,813	D	\$ 7.11
Class A Common Stock	03/30/2016		M		5,975	A	\$ 448,165

Common Stock						7.13	
Class A Common Stock	03/30/2016	S	5,877	D	\$ 7.5	442,288	D

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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 3.11	03/29/2016		M	19,364	<u>(2)</u> 05/05/2016	Common Stock	19,364
Stock Option (Right to Buy)	\$ 7.13	03/30/2016		M	5,975	<u>(3)</u> 05/01/2016	Common Stock	5,975

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAICLET DAVID ONE OLD COUNTRY ROAD SUITE 500 CARLE PLACE, NY 11514			President, GFGB	

Signatures

/s/David Taiclet

03/31/2016

**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).

- The price reported in Column 4 is a weighted average price. The shares were disposed of in multiple transactions at prices ranging from \$6.76 to \$7.36, inclusive. The reporting person undertakes to provide to 1-800-Flowers.com, Inc., or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (1) Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
 - (2) The options were granted on May 5, 2009 and vested ratably over three years.
 - (3) The options were granted May 1, 2006 and vested ratably over three years.

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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