

STITH MELVIN T
Form 5
February 04, 2019

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 *
STITH MELVIN T

(Last) (First) (Middle)

WHITMAN SCHOOL OF MANAGEMENT, 721 UNIVERSITY AVENUE, SUITE 415

(Street)

SYRACUSE, NY 13244-2450

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/29/2018

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)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 12/07/2018 | ^ | G | 1,274 D \$ 0 | 43,534.5267 (1) | D | ^ |
| Common Stock | 12/17/2018 | ^ | G | 50 A \$ 0 | 50 | I | By Spouse as custodian for minor grandchild (2) |

Edgar Filing: STITH MELVIN T - Form 5

Common Stock 12/17/2018 Â G 50 D \$ 0 43,484.5267₍₁₎ D Â

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. Pr Deri Secur (Inst |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Deferred Stock <u>(3)</u> | \$ 0 <u>(4)</u> | Â | Â | Â | Â Â | 06/03/2009 Â <u>(5)</u> | Common Stock | 8,055 |
| Deferred Stock <u>(3)</u> | \$ 0 <u>(4)</u> | Â | Â | Â | Â Â | 06/09/2010 Â <u>(5)</u> | Common Stock | 10,642 |
| Deferred Stock <u>(3)</u> | \$ 0 <u>(4)</u> | Â | Â | Â | Â Â | 05/27/2012 Â <u>(5)</u> | Common Stock | 7,560 |
| Deferred Stock <u>(3)</u> | \$ 0 <u>(4)</u> | Â | Â | Â | Â Â | 06/05/2013 Â <u>(5)</u> | Common Stock | 7,170 |
| Deferred Stock <u>(3)</u> | \$ 0 <u>(4)</u> | Â | Â | Â | Â Â | 05/28/2014 Â <u>(5)</u> | Common Stock | 5,415 |
| Deferred Stock <u>(6)</u> | Â | Â | Â | Â | Â Â | 05/23/2015 Â <u>(5)</u> | Common Stock | 6,030 |
| Deferred Stock <u>(6)</u> | \$ 0 <u>(4)</u> | Â | Â | Â | Â Â | 06/09/2016 Â <u>(5)</u> | Common Stock | 6,026 |
| Deferred Stock <u>(6)</u> | Â | Â | Â | Â | Â Â | 05/25/2017 Â <u>(5)</u> | Common Stock | 6,934 |
| Deferred Stock <u>(6)</u> | \$ 0 <u>(4)</u> | Â | Â | Â | Â Â | 05/24/2018 Â <u>(5)</u> | Common Stock | 7,020 |
| Deferred Stock <u>(6)</u> | \$ 0 <u>(4)</u> | Â | Â | Â | Â Â | 05/23/2019 Â <u>(5)</u> | Common Stock | 6,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STITH MELVIN T WHITMAN SCHOOL OF MANAGEMENT 721 UNIVERSITY AVENUE, SUITE 415 SYRACUSE, NY 13244-2450 | X | | | |

Signatures

/s/ Stephen R. Avera,
Agent

02/04/2019

__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) Share total includes shares acquired through reinvestment of dividends.
- (2) Beneficial ownership is disclaimed.
- (3) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (4) In accordance with the terms of the Deferred Shares Agreement for Directors, the deferred shares awarded do not have a conversion or exercise price.
- (5) No expiration date.
- (6) Granted under the Flowers Foods, Inc. 2014 Omnibus Equity and Incentive Compensation Plan.

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.