

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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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 *
LORD GENE D

(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 Bakeries 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/07/2008 | | M | | 4,290 A \$ 0 | 229,271.1242 | D |
| Common Stock | 02/07/2008 | | F | | 1,392 D \$ 22.93 | 227,879.1242 | D |
| Common Stock | | | | | | 2,512 ⁽¹⁾ | I By 401(k) |

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

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SEC 1474 (9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Restricted Stock Award ⁽²⁾ | \$ 0 | 02/07/2008 | | A | 2,145 ⁽³⁾ | 01/03/2008 01/03/2008 | Common Stock 2,145 |
| Restricted Stock Award ⁽²⁾ | \$ 0 | 02/07/2008 | | M | 4,290 | 01/03/2008 01/03/2008 | Common Stock 4,290 |
| Restricted Stock Award ⁽²⁾ | \$ 0 | | | | | 02/05/2009 02/05/2009 ⁽⁴⁾ | Common Stock 12,000 |
| Restricted Stock Award ⁽²⁾ | \$ 0 | | | | | 02/04/2010 02/04/2010 ⁽⁴⁾ | Common Stock 11,000 |
| Option (Right to Buy) ⁽²⁾ | \$ 24.75 | | | | | 02/04/2011 02/04/2015 | Common Stock 46,000 |
| Option (Right to Buy) ⁽²⁾ | \$ 18.68 | | | | | 01/03/2009 01/03/2013 | Common Stock 34,000 |
| Option (Right to Buy) ⁽²⁾ | \$ 19.57 | | | | | 02/05/2010 02/05/2014 | Common Stock 45,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LORD GENE D 1925 FLOWERS CIRCLE THOMASVILLE, GA 31757 | | | Pres/COO Bakeries Group | |

Signatures

Stephen R. Avera,
Agent

02/11/2008

__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) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of the 2007 fiscal year end, 12/29/2007.
- (2) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (3) The number of shares acquired represents the maximum number of additional shares which may be awarded, in accordance with the terms of the 2006 Restricted Stock Award Agreement.
- (4) 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.