

ALEXANDER BRAD K

Form 4

February 09, 2010

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ALEXANDER BRAD K

(Last) (First) (Middle)

405 MEANDER TRACE

(Street)

THOMASVILLE, GA 31792

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

President, Flowers Bakeries

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	02/09/2010		M	Amount 4,260 Price \$ 24.24	39,427	D	
Common Stock					1,442	I ⁽³⁾	By 401(k)
Common Stock					273	I ⁽⁴⁾	Minor Children ⁽⁵⁾
Common Stock					137	I ⁽⁴⁾	Adult Child

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)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount or Number of Share
Restricted Stock Award ⁽²⁾	\$ 0	02/09/2010		A	710	02/04/2010 ⁽¹⁾	Common Stock 710
Restricted Stock Award ⁽²⁾	\$ 0	02/09/2010		M	4,260	02/04/2010 ⁽¹⁾	Common Stock 4,260
Option (Right to Buy) ⁽²⁾	\$ 18.68					01/03/2009 01/03/2013	Common Stock 13,575
Option (Right to Buy) ⁽²⁾	\$ 19.57					02/05/2010 02/05/2014	Common Stock 14,850
Option (Right to Buy) ⁽²⁾	\$ 24.75					02/04/2011 02/04/2015	Common Stock 14,400
Option (Right to Buy) ⁽²⁾	\$ 23.84					02/09/2012 02/09/2016	Common Stock 33,350
Restricted Stock Award ⁽²⁾	\$ 0					02/09/2011 ⁽¹⁾	Common Stock 6,850

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

President, Flowers Bakeries

ALEXANDER BRAD K
405 MEANDER TRACE
THOMASVILLE, GA 31792

Signatures

/s/ Stephen R. Avera,
Agent

02/09/2010

—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) Grant expires on Exercisable Date if performance measures are not met.
- (2) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (3) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of 12/31/2009.
- (4) Beneficial ownership is disclaimed.
- (5) By reporting person as custodian for his minor children. Beneficial ownership is disclaimed.

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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