

COURTNEY H MARK

Form 3

January 12, 2011

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

Â COURTNEY H MARK

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/02/2011

3. Issuer Name **and** Ticker or Trading Symbol
FLOWERS FOODS INC [FLO]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

16 MEANDER TRACE

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

SVP Sales&Mkt Flowers
Bakeries

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person

THOMASVILLE,Â GAÂ 31792

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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

11,171

D

Â

Common Stock

3,864

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
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Option (Right to Buy) ⁽¹⁾	02/05/2010	02/05/2014	Common Stock	10,275	\$ 19.57	D	Â
Option (Right to Buy) ⁽¹⁾	02/04/2011	02/04/2015	Common Stock	9,700	\$ 24.75	D	Â
Option (Right to Buy) ⁽¹⁾	02/09/2012	02/09/2016	Common Stock	12,550	\$ 23.84	D	Â
Restricted Stock Award ⁽¹⁾	02/09/2011	Â ⁽²⁾	Common Stock	2,600	\$ 0 ⁽³⁾	D	Â
Option (Right to Buy) ⁽¹⁾	02/09/2013	02/09/2017	Common Stock	14,450	\$ 25.01	D	Â
Restricted Stock Award ⁽¹⁾	02/09/2012	Â ⁽²⁾	Common Stock	2,300	\$ 0 ⁽⁴⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COURTNEY H MARK 16 MEANDER TRACE THOMASVILLE, GA 31792	Â	Â	Â SVP Sales&Mkt Flowers Bakeries	Â

Signatures

/s/ Stephen R. Avera,
Agent

01/12/2011

⁽¹⁾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.
- (3) In accordance with the terms of the 2009 Restricted Stock Award Agreement, the performance shares awarded do not have a conversion or exercise price.
- (4) In accordance with the terms of the 2010 Restricted Stock Award Agreement, the performance shares awarded do not have a conversion or exercise price.

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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