

KINSEY R STEVE  
Form 4/A  
June 07, 2011

**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 \*  
KINSEY R STEVE

(Last) (First) (Middle)  
301 HABERSHAM ROAD  
(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)  
06/02/2011

4. If Amendment, Date Original Filed(Month/Day/Year)  
06/06/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_ Other (specify below)  
EVP & Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Stock	06/02/2011		M		61,087	A	\$ 9.34	91,791	D	
Common Stock	06/02/2011		M		9,075	A	\$ 18.68	100,866	D	
Common Stock <sup>(8)</sup>	06/03/2011		S		50,146	D	\$ 31.6868	50,720	D	
Common Stock								774	I <sup>(2)</sup>	By 401(k)

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	Title Amount or Number of Shares
Option (Right to Buy) <sup>(1)</sup>	\$ 9.34	06/02/2011		M	61,087	07/16/2007 07/16/2013	Common Stock 61,087
Option (Right to Buy) <sup>(1)</sup>	\$ 18.68	06/02/2011		M	9,075	01/03/2009 01/03/2013	Common Stock 9,075
Option (Right to Buy) <sup>(1)</sup>	\$ 19.57					02/05/2010 02/05/2014	Common Stock 10,050
Option (Right to Buy) <sup>(1)</sup>	\$ 24.75					02/04/2011 02/04/2015	Common Stock 31,450
Option (Right to Buy) <sup>(1)</sup>	\$ 23.84					02/09/2012 02/09/2016	Common Stock 40,200
Option (Right to Buy) <sup>(1)</sup>	\$ 25.01					02/09/2013 02/09/2017	Common Stock 50,400
Restricted Stock Award <sup>(1)</sup>	\$ 0 <sup>(4)</sup>					02/09/2012 <sup>(3)</sup>	Common Stock 7,900
Option (Right to Buy) <sup>(1)</sup>	\$ 24.47					02/10/2014 02/10/2018	Common Stock 66,400
Restricted Stock Award <sup>(1)</sup>	\$ 0 <sup>(6)</sup>					<sup>(7)</sup> <sup>(5)</sup>	Common Stock 10,050

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KINSEY R STEVE 301 HABERSHAM ROAD THOMASVILLE, GA 31792			EVP & Chief Financial Officer	

## Signatures

/s/ Stephen R. Avera,  
Agent

06/07/2011

\_\_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) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (2) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of 12/31/2009.
- (3) Grant expires on Exercisable Date if performance measures are not met.
- (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.
- (5) Grant expires on the vesting date if performance measures are not met.
- (6) In accordance with the terms of the 2011 Restricted Stock Award Agreement, the performance shares awarded do not have a conversion or exercise price.
- (7) The company anticipates that in accordance with the terms of the 2011 Restricted Stock Award Agreement the vesting date of the performance shares awarded shall be the date of the filing of the company's Annual Report on Form 10-K with the SEC in 2013.
- (8) Form 4A filed to correct formatting error on previously filed Form 4A.

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.