

DEESE GEORGE E

Form 4

December 26, 2012

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DEESE GEORGE E

(Last) (First) (Middle)

1919 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)  
11/23/2012

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)

Chairman of the Board &amp; CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 11/23/2012                              |                                                             | G                                       | V 400,000 D                                                             | \$ 22.53 1,458,007                                                                                                 | D                                                                       |                                                                   |
| Common<br>Stock                       | 11/23/2012                              |                                                             | G                                       | V 100,000 D                                                             | \$ 22.53 1,358,007                                                                                                 | D                                                                       |                                                                   |
| Common<br>Stock                       | 11/23/2012                              |                                                             | G                                       | V 100,000 A                                                             | \$ 22.53 100,000                                                                                                   | I <sup>(1)</sup>                                                        | By<br>Family<br>LLC                                               |
| Common<br>Stock                       | 12/05/2012                              |                                                             | G                                       | V 21,275 D                                                              | \$ 23.55 1,336,732                                                                                                 | D                                                                       |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 13,538                                                                                                             | I                                                                       | By 401(k)<br><sup>(2)</sup>                                       |

# Edgar Filing: DEESE GEORGE E - Form 4

Common Stock 33,534 I By Spouse <sup>(3)</sup>

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 1474  
(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. Amount or Number of Shares (Instr. 3 and 4) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title                                          | Amount or Number of Shares |
| Option (Right to Buy) <sup>(4)</sup>       | \$ 16.5                                                |                                      |                                                    |                                |                                                                                         |                                                          |     | 02/04/2011                                                    | 02/04/2015      | Common Stock                                   | 352,650                    |
| Option (Right to Buy) <sup>(4)</sup>       | \$ 15.89                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | 02/09/2012                                                    | 02/09/2016      | Common Stock                                   | 405,450                    |
| Option (Right to Buy) <sup>(4)</sup>       | \$ 16.67                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | 02/09/2013                                                    | 02/09/2017      | Common Stock                                   | 391,725                    |
| Option (Right to Buy) <sup>(4)</sup>       | \$ 16.31                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | 02/10/2014                                                    | 02/10/2018      | Common Stock                                   | 492,975                    |
| Restricted Stock Award <sup>(4)</sup>      | \$ 0 <sup>(5)</sup>                                    |                                      |                                                    |                                |                                                                                         |                                                          |     | <sup>(6)</sup>                                                | <sup>(7)</sup>  | Common Stock                                   | 74,550                     |

## Reporting Owners

| Reporting Owner Name / Address        | Relationships |           |                             |       |
|---------------------------------------|---------------|-----------|-----------------------------|-------|
|                                       | Director      | 10% Owner | Officer                     | Other |
| DEESE GEORGE E<br>1919 FLOWERS CIRCLE | X             |           | Chairman of the Board & CEO |       |

THOMASVILLE, GA 31757

## Signatures

/s/ Stephen R. Avera,  
Agent

12/26/2012

\_\_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) Shares held by family LLC, in which reporting person and his spouse are the only members.
- (2) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of 12/31/2011.
- (3) Beneficial ownership is disclaimed.
- (4) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (5) In accordance with the terms of the 2011 Restricted Stock Award Agreement, the performance shares awarded do not have a conversion or exercise price.
- (6) 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.
- (7) Grant expires on the vesting 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.