

WARD JACKIE M  
Form 4  
January 04, 2013

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WARD JACKIE M**

(Last) (First) (Middle)

**4780 GAIDREW COURT**

(Street)

**JOHN'S CREEK, GA 30022**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/02/2013**

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)

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<br>Acquired (A) or<br>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: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 01/03/2013                              |                                                             | M                                       |                                                                            | 6,015                                                                                                              | A                                                                    | \$ 0                                                              |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 128,977                                                                                                            |                                                                      |                                                                   |
|                                       |                                         |                                                             |                                         |                                                                            | 15,988                                                                                                             | I                                                                    |                                                                   |
|                                       |                                         |                                                             |                                         |                                                                            |                                                                                                                    |                                                                      | Flowers<br>Stock<br>Tracking<br>A/C <sup>(1)</sup>                |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                         | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Deferred<br>Stock <sup>(2)</sup>                    | \$ 0 <sup>(3)</sup>                                                | 01/03/2013                              |                                                             | M                                    |                                                                                                           | 6,015                                                          |     | 01/03/2013                                                          | <sup>(4)</sup>     | Common<br>Stock | 6,015                                  |
| Deferred<br>Stock <sup>(2)</sup>                    | <sup>(3)</sup>                                                     | 01/02/2013                              |                                                             | A                                    |                                                                                                           | 4,820                                                          |     | 01/02/2015                                                          | <sup>(4)</sup>     | Common<br>Stock | 4,820                                  |
| Deferred<br>Stock <sup>(2)</sup>                    | \$ 0 <sup>(3)</sup>                                                |                                         |                                                             |                                      |                                                                                                           |                                                                |     | 06/05/2008                                                          | <sup>(4)</sup>     | Common<br>Stock | 5,152                                  |
| Deferred<br>Stock <sup>(2)</sup>                    | \$ 0 <sup>(3)</sup>                                                |                                         |                                                             |                                      |                                                                                                           |                                                                |     | 02/05/2009                                                          | <sup>(4)</sup>     | Common<br>Stock | 7,695                                  |
| Deferred<br>Stock <sup>(2)</sup>                    | \$ 0 <sup>(3)</sup>                                                |                                         |                                                             |                                      |                                                                                                           |                                                                |     | 06/03/2009                                                          | <sup>(4)</sup>     | Common<br>Stock | 5,370                                  |
| Deferred<br>Stock <sup>(2)</sup>                    | \$ 0 <sup>(3)</sup>                                                |                                         |                                                             |                                      |                                                                                                           |                                                                |     | 01/02/2010                                                          | <sup>(4)</sup>     | Common<br>Stock | 8,310                                  |
| Deferred<br>Stock <sup>(2)</sup>                    | \$ 0 <sup>(3)</sup>                                                |                                         |                                                             |                                      |                                                                                                           |                                                                |     | 06/09/2010                                                          | <sup>(4)</sup>     | Common<br>Stock | 7,095                                  |
| Deferred<br>Stock <sup>(2)</sup>                    | \$ 0 <sup>(3)</sup>                                                |                                         |                                                             |                                      |                                                                                                           |                                                                |     | 01/02/2011                                                          | <sup>(4)</sup>     | Common<br>Stock | 6,315                                  |
| Deferred<br>Stock <sup>(2)</sup>                    | \$ 0 <sup>(3)</sup>                                                |                                         |                                                             |                                      |                                                                                                           |                                                                |     | 06/05/2011                                                          | <sup>(4)</sup>     | Common<br>Stock | 300                                    |
| Deferred<br>Stock <sup>(2)</sup>                    | \$ 0 <sup>(3)</sup>                                                |                                         |                                                             |                                      |                                                                                                           |                                                                |     | 06/08/2011                                                          | <sup>(4)</sup>     | Common<br>Stock | 6,030                                  |
| Deferred<br>Stock <sup>(2)</sup>                    | <sup>(3)</sup>                                                     |                                         |                                                             |                                      |                                                                                                           |                                                                |     | 05/25/2013                                                          | <sup>(4)</sup>     | Common<br>Stock | 345                                    |
| Deferred<br>Stock <sup>(2)</sup>                    | \$ 0 <sup>(3)</sup>                                                |                                         |                                                             |                                      |                                                                                                           |                                                                |     | 05/27/2012                                                          | <sup>(4)</sup>     | Common<br>Stock | 5,040                                  |
| Deferred<br>Stock <sup>(2)</sup>                    | \$ 0 <sup>(3)</sup>                                                |                                         |                                                             |                                      |                                                                                                           |                                                                |     | 06/05/2013                                                          | <sup>(4)</sup>     | Common<br>Stock | 4,780                                  |
| Deferred<br>Stock <sup>(2)</sup>                    | \$ 0 <sup>(3)</sup>                                                |                                         |                                                             |                                      |                                                                                                           |                                                                |     | 01/03/2014                                                          | <sup>(4)</sup>     | Common<br>Stock | 6,110                                  |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships                          |
|---------------------------------------------------------------|----------------------------------------|
|                                                               | Director   10% Owner   Officer   Other |
| WARD JACKIE M<br>4780 GAIDREW COURT<br>JOHN'S CREEK, GA 30022 | X                                      |

## Signatures

/s/ Stephen R. Avera,  
Agent

01/04/2013

\_\_Signature of Reporting                      Date  
Person

## 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).
- Under the terms of the Flowers Foods Executive Deferred Compensation Plan, reporting person elected to have a portion of plan
- (1) contributions valued as shares of the issuer's common stock, as of the closing stock price on 01/02/2009. Each unit of the Flowers Stock Tracking Account is the equivalent of one share of issuer's common stock.
  - (2) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
  - (3) In accordance with the terms of the Deferred Shares Agreement for Directors, the deferred shares awarded do not have a conversion or exercise price.
  - (4) No expiration date.

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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