

FLOWERS FOODS INC

Form 4

February 11, 2014

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 *
BURKE FRANKLIN L

(Last) (First) (Middle)

8058 CHARLESTON HIGHWAY

(Street)

WALTERBORO, SC 29488

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/10/2014

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 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	(A) or (D) Price			
Common Stock	02/10/2014		P		3,790	A \$ 19.4306 <u>(1)</u>	127,795	D	
Common Stock							63,257	I	By Spouse
Common Stock <u>(2)</u>							6,787	I	Flowers Stock Tracking A/C <u>(3)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Price of Derivative Security (Instr. 5)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock ⁽²⁾	\$ 0 ⁽⁴⁾							06/05/2008	⁽⁵⁾	Common Stock	7,728	
Deferred Stock ⁽²⁾	\$ 0 ⁽⁴⁾							02/05/2009	⁽⁵⁾	Common Stock	11,542	
Deferred Stock ⁽²⁾	\$ 0 ⁽⁴⁾							06/03/2009	⁽⁵⁾	Common Stock	8,055	
Deferred Stock ⁽²⁾	\$ 0 ⁽⁴⁾							01/02/2010	⁽⁵⁾	Common Stock	12,465	
Deferred Stock ⁽²⁾	\$ 0 ⁽⁴⁾							06/09/2010	⁽⁵⁾	Common Stock	10,642	
Deferred Stock ⁽²⁾	\$ 0 ⁽⁴⁾							06/08/2011	⁽⁵⁾	Common Stock	9,045	
Deferred Stock ⁽²⁾	\$ 0 ⁽⁴⁾							05/27/2012	⁽⁵⁾	Common Stock	7,560	
Deferred Stock ⁽²⁾	\$ 0 ⁽⁴⁾							06/05/2013	⁽⁵⁾	Common Stock	7,170	
Deferred Stock ⁽²⁾	\$ 0 ⁽⁴⁾							05/28/2014	⁽⁵⁾	Common Stock	5,415	
Deferred Stock ⁽²⁾	⁽⁴⁾							01/02/2015	⁽⁵⁾	Common Stock	7,230	
Deferred Stock ⁽²⁾	\$ 0 ⁽⁴⁾							05/22/2015	⁽⁵⁾	Common Stock	945	
Deferred Stock ⁽²⁾	\$ 0 ⁽⁴⁾							01/02/2016	⁽⁵⁾	Common Stock	6,340	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BURKE FRANKLIN L 8058 CHARLESTON HIGHWAY WALTERBORO, SC 29488	X

Signatures

/s/ Stephen R. Avera,
Agent

02/11/2014

__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) Average of trade executions in price range from \$19.4182 to \$19.4346 per share.
- (2) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
Under the terms of the Flowers Foods Executive Deferred Compensation Plan, reporting person elected to have a portion of plan
- (3) 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.
- (4) In accordance with the terms of the Deferred Shares Agreement for Directors, the deferred shares awarded do not have a conversion or exercise price.
- (5) 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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