

1 800 FLOWERS COM INC
 Form 4/A
 December 03, 2014

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 *
 MCCANN CHRISTOPHER G

2. Issuer Name and Ticker or Trading Symbol
 1 800 FLOWERS COM INC
 [FLWS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/26/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
 President

ONE OLD COUNTRY ROAD, SUITE 500

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 12/01/2014

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CARLE PLACE, NY 11514

(City) (State) (Zip)

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------------------------|
| | | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 11/26/2014 ⁽¹⁾ | | M | | 24,911 ⁽¹⁾ | A | | \$ 8.45 |
| Class A Common Stock | 11/26/2014 ⁽²⁾ | | S | | 24,879 ⁽²⁾ | D | | \$ 8.72 ⁽³⁾ |
| | | | | | | | | 1,590,265 ⁽¹⁾ |
| | | | | | | | | 1,565,386 ⁽²⁾ |

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

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number.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Class A Common Stock | \$ 8.45 | 11/26/2014 ⁽¹⁾ | | M | 24,911 ⁽¹⁾ | 12/02/2006 ⁽⁴⁾ 12/02/2014 | Class A Common Stock 24,911 ⁽¹⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| MCCANN CHRISTOPHER G ONE OLD COUNTRY ROAD SUITE 500 CARLE PLACE, NY 11514 | X | X | President | |

Signatures

/s/ Christopher G. McCann 12/03/2014

__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) This Transaction was previously reported but is included on this Form 4 to correct the number of shares that were acquired upon exercise of the option and the amount of securities beneficially owned following the Transaction.
 - (2) This Transaction was previously reported but is included on this Form 4 to correct the amount of securities beneficially owned following the Transaction.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.70 to \$8.75, inclusive. The reporting person undertakes to provide to 1-800-FLOWERS.COM, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
 - (3) The option, representing a right to purchase a total of 37,500 shares, became exercisable with respect to 40% of the shares on December 2, 2006, which was the second anniversary of the date on which the option was granted, and became exercisable for an additional 20% on each of December 2, 2007, December 2, 2008 and December 2, 2009.

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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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