

MCCANN JAMES F
Form 4
December 21, 2005

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 JAMES F

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)
12/07/2005

____ Director
____ Officer (give title below) Other (specify below)
McCann Charitable Foundation

C/O GATEWAY INC, 14303
GATEWAY PLACE

(Street)

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

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

POWAY, CA 92064-7140

(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 Indirect Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Class A Common Stock ⁽¹⁾	12/07/2005		S	1,200	D	\$ 7.1	57,348	I	McCann Charitable Foundation ⁽²⁾
Class A Common Stock ⁽¹⁾	12/08/2005		S	3,800	D	\$ 7.45	53,548	I	McCann Charitable Foundation ⁽²⁾
Class A Common Stock ⁽¹⁾	12/09/2005		S	800	D	\$ 7.51	52,748	I	McCann Charitable Foundation

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- (1) These were originally Class B Shares. Upon the sale of any Class B Shares said shares automatically convert to Class A Shares.
- (2) The McCann Charitable Foundation is affiliated with Mr. James McCann who is the Director and Chairman of the Board of the Company. The sales made by the McCann Charitable Foundation were for diversification purposes.

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.