

1 800 FLOWERS COM INC

Form 4

December 16, 2008

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GALLAGHER GERARD M

(Last) (First) (Middle)

ONE OLD COUNTRY ROAD

(Street)

CARLE PLACE, NY 11801

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/15/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

General Counsel and SVP

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Class A Common Stock	09/15/2005		A	2,525	A \$ 0 2,525	D	
Class A Common Stock	10/13/2005		A	8,250	A \$ 0 16,500	I	By Gallagher Walker Bianco & Plastaras ⁽¹⁾
Class A Common Stock	10/27/2008		A	25,000	A \$ 0 41,500	I	By Gallagher Walker Bianco &

Plastaras ⁽¹⁾

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

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(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
Stock Option (Right to Buy)	\$ 6.52	10/13/2005		A	25,000	⁽²⁾ 10/13/2015	Class A Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GALLAGHER GERARD M ONE OLD COUNTRY ROAD CARLE PLACE, NY 11801	General Counsel and SVP

Signatures

/s/ GERARD M.
GALLAGHER 12/16/2008

____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) Holder granted the award under the Company's 2003 Long Term Incentive and Share Award Plan. Securities held by Holder in his capacity as a partner of Gallagher, Walker, Bianco & Plastaras. Holder maintains sole voting and investment power over the securities.
- (2) Options granted under the Company's 2003 Long Term Incentive and Share Award Plan. Option currently exercisable with respect to 15,000 shares of Class A Common Stock and will become exercisable with respect to 5,000 shares of Class A Common Stock on each of

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October 13, 2009 and October 13, 2010.

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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