

1 800 FLOWERS COM INC

Form 5

August 13, 2012

FORM 5**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).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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
Number: 3235-0362Expires: January 31,
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1. Name and Address of Reporting Person *

James F. McCann 2009 Grantor
Retained Annuity Trust No. 2

(Last) (First) (Middle)

ONE OLD COUNTRY
ROAD, SUITE 500

(Street)

CARLE PLACE, NY 11514

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol1 800 FLOWERS COM INC
[FLWS]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
07/01/20125. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(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) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.**Persons who respond to the collection of information
contained in this form are not required to respond unless
the form displays a currently valid OMB control number.**SEC 2270
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class B Common Stock	\$ 0	Â	Â	3 ⁽¹⁾	Â	Â	Â ⁽²⁾	Â ⁽²⁾	Class A Common Stock	6,718
Class B Common Stock	\$ 0	12/11/2010	Â	G	Â	1,002,044 ⁽³⁾	Â ⁽²⁾	Â ⁽²⁾	Class A Common Stock	1,002
Class B Common Stock	\$ 0	12/11/2011	Â	G	Â	1,239,293 ⁽³⁾	Â ⁽²⁾	Â ⁽²⁾	Class A Common Stock	1,239

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
James F. McCann 2009 Grantor Retained Annuity Trust No. 2 ONE OLD COUNTRY ROAD SUITE 500 CARLE PLACE,Â NYÂ 11514	Â Â X Â Â

Signatures

/s/James F. McCann, Trustee, on behalf of James F. McCann 2009 Grantor Retained Annuity Trust No. 2 08/13/2012

__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) The James F. McCann 2009 Grantor Retained Annuity Trust No. 2 (the "GRAT") became a 10% owner when it received 6,718,187 shares of Class B Common Stock on December 11, 2009 as a gift from James F. McCann.
- (2) The Class B Common Stock is convertible at any time into an equal number of shares of Class A Common Stock at the option of the holder thereof. The Class B Common Stock has ten votes per share on all matters subject to the vote of shareholders.
- (3) These shares were distributed by the GRAT to James F. McCann pursuant to the GRAT's obligation to make an annual distribution.
- Note: File three copies of this Form, one of which must be manually signed. If space provided 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.