Edgar Filing: Breig Geralyn - Form 4

Form 4	1										
December 12									OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287			
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	er STATE 5. Filed p ^s Section 1	ATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES led pursuant to Section 16(a) of the Securities Exchange Act of 1934, on 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940							Expires:January 31Expires:2005Estimated averageburden hours perresponse0.5		
(Print or Type R	esponses)										
			2. Issuer Name and Ticker or Trading Symbol 1 800 FLOWERS COM INC [FLWS]				g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			3. Date of Earliest Transaction (Month/Day/Year) 12/10/2012					X_ Director 10% Owner Officer (give title Other (specify below) below)			
	(Street) 4. If Amer Filed(Mont				e Original			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
CARLE PLA	CE, NY 1151	4						Form filed by M Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	Securi	ties Aco	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	rity (Month/Day/Year) Execution Date, if r. 3) any		on Date, if	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or				Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A Common Stock	12/10/2012			Code V	Amount 5,882	(D) A	Price \$ 0 (1)	(Instr. 3 and 4) 13,245	D		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	5	Relationships						
	Director	10% Owner	Officer	Other				
Breig Geralyn ONE OLD COUNTRY ROAE SUITE 500 CARLE PLACE, NY 11514	У Х							
Signatures								
/s/Geralyn R. Breig	2/12/2012							
**Signature of	Date							

_Signature of Reporting Person

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).
- The Stock Options were issued under Ms. Breig's compensation package as a Director of the Company. Each non-employee Director of(1) the Company receives on the date of the Annual Shareholder Meeting shares of Class A Common Stock valued at \$20,000 based on the closing price of the stock on the day of the annual meeting of the stockholders and vest ratably over three years.

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.