Edgar Filing: 1 800 FLOWERS COM INC - Form 4

1 800 FLOW Form 4 March 31, 20	VERS COM IN 0.016	NC									
FORM	RITIES AND EXCHANGE COMMISSI					OMB APPROVAL					
Check th	hington, D.C. 20549					Number:	3235-0287 January 31,				
if no long subject to Section 1 Form 4 o Form 5 obligatio may cont <i>See</i> Instru 1(b).	6. Filed Section	pursuant to 17(a) of the	Section 10 Public Ut	CURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549OMB Number:323 324HANGES IN BENEFICIAL OWNERSHIP OF SECURITIESExpires: Estimated average burden hours per responseInterview Securities Exchange Act of 1934, lie Utility Holding Company Act of 1935 or Section he Investment Company Act of 1940Issuer Name and Ticker or Trading nbol (00 FLOWERS COM INC UWS]Securities Transaction onth/Day/Year)Director work of Clearliest Transaction onth/Day/Year)Check all applicable)Table I - Non-Derivative Securities Acquired (nstr. 8)S. A. Securities Acquired or (A) or (Code V Amount (D) PriceCode (Instr. 3, 4 and 5)M26,525A\$ 3.11M3,844A\$ 3.11A249,933D	2005 average						
(Print or Type I	Responses)										
NANCE MARK Symbol				LOWERS COM INC							
(Last) (First) (Middle) 3. Date of (Month/D				Earliest Transaction ay/Year)				X_ Officer (give title Other (specify below)			
CARLE PL	(Street) ACE, NY 115	14			-			Applicable Line) _X_ Form filed by C Form filed by M	One Reporting Pe	rson	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecuri	ties Acq		, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)		ansaction Date 2A. Deemed hth/Day/Year) Execution Date, if any (Month/Day/Year)			on(A) or Dis (Instr. 3, 4	sposed 4 and 5 (A) or	l of (D) 5)	Securities Beneficially Owned Following Reported Transaction(s)	Form: Direct (D) or Indirect (I)		
Class A Common Stock	03/29/2016						\$	265,304	D		
Class A Common Stock	03/29/2016			S	19,215	D		246,089	D		
Class A Common Stock	03/30/2016			М	3,844	А	\$ 3.11	249,933	D		
Class A	03/30/2016			S	2,785	D	\$	247,148	D		

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Common Stock

7.42 (2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) 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)

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. 5. Number of Transactio-Derivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 3.11	03/29/2016		М	26,525	<u>(3)</u>	05/05/2016	Common Stock	26,525
Stock Option (Right to Buy)	\$ 3.11	03/30/2016		М	3,844	<u>(3)</u>	05/05/2016	Common Stock	3,844

Reporting Owners

Relationships **Reporting Owner Name / Address** Director 10% Owner Officer Other NANCE MARK ONE OLD COUNTRY ROAD President, BloomNet **SUITE 500** CARLE PLACE, NY 11514 Signatures /s/Mark Nance 03/31/2016

**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 price reported in Column 4 is a weighted average price. These shares were disposed of in multiple transactions at prices ranging from \$6.76 to \$7.36, 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 ranges set forth above.

The price reported in Column 4 is a weighted average price. These shares were disposed of in multiple transactions at prices ranging from \$7.29 to \$7.52, inclusive. The reporting person undertakes to provide to 1-800-Flowers.com, Inc., or the staff at the Securities and

- (2) Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (3) Options were granted on May 5, 2009 and vested ratably over 3 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.