1 800 FLOWERS COM INC

Form 4

November 09, 2016

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

OMB APPROVAL

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 January 31, Expires:

2005

Section 16. Form 4 or Form 5

SECURITIES

Estimated average burden hours per

obligations may continue. See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

SHEA WILLIAM E

Symbol

1 800 FLOWERS COM INC [FLWS]

(Check all applicable)

Chief Financial Officer & SVP

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 11/07/2016

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

6. Individual or Joint/Group Filing(Check

ONE OLD COUNTRY ROAD, SUITE 500

4. If Amendment, Date Original

(Street) Filed(Month/Day/Year)

(Zip)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

CARLE PLACE, NY 11514

(State)

(City)

(City)	(State)	Tabl	e I - Non-L	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securion(A) or Di (Instr. 3,	ispose	d of (D) 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	11/07/2016		Code V	Amount 1,860 (1)	` /	Price \$ 9.9	, , ,	D	
Class A Common Stock	11/09/2016		S	5,000	D	\$ 10.03	270,173	D	

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. T	itle of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit.	le and	8. Price of	9. Nu
Der	ivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	ınt of	Derivative	Deriv
Sec	urity	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secui
(Ins	tr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	rities	(Instr. 5)	Bene
		Derivative				Securities	S		(Instr	. 3 and 4)		Owne
		Security				Acquired						Follo
		-				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						
						4, and 5)						
										A		
										Amount		
							Date	Expiration	TT:41	or		
						Exercisable	Date		Number			
					C 1 V	(A) (D)				of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHEA WILLIAM E ONE OLD COUNTRY ROAD SUITE 500 CARLE PLACE, NY 11514

Chief Financial Officer & SVP

Signatures

/s/William E. 11/09/2016 Shea

**Signature of Date
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).
- (1) Transaction is a deemed disposition that is exempt under Section 16(b) of the Exchange Act consisting of the withholding for tax purposes of shares of Common Stock by the Company upon the vesting of restricted shares of Common Stock.

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.

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