

FLOWERS FOODS INC

Form 5

January 10, 2014

**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,  
2005Estimated average  
burden hours per  
response... 1.01. Name and Address of Reporting Person \*  
ALEXANDER BRAD K

(Last) (First) (Middle)

405 MEANDER TRACE

(Street)

THOMASVILLE, GA 31792

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
FLOWERS FOODS INC [FLO]3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/28/20134. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

President, Flowers Bakeries

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned at<br>end of<br>Issuer's<br>Fiscal Year<br>(Instr. 3 and<br>4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/12/2013                              | Â                                                           | I4                                      | Amount<br>2,699.08<br>(1)                                               | (A)<br>or<br>(D) D \$<br>29.26                                                                                     | 0                                                                       | I By 401(k)                                                       |
| Common<br>Stock                       | 09/12/2013                              | Â                                                           | I4                                      | 126.3 (2)                                                               | D \$<br>21.27                                                                                                      | 0                                                                       | I By 401(k)                                                       |
| Common<br>Stock                       | Â                                       | Â                                                           | Â                                       | Â                                                                       | Â                                                                                                                  | 166,848                                                                 | D Â                                                               |
| Common<br>Stock                       | Â                                       | Â                                                           | Â                                       | Â                                                                       | Â                                                                                                                  | 613                                                                     | I (3) Minor<br>Children                                           |

(4)

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             |                                      | (A) (D)                                                                                                            | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount or<br>Number of<br>Shares                           |
| Option<br>(Right to<br>Buy) <sup>(5)</sup>          | \$ 10.59                                                           | Â                                       | Â                                                           | Â                                    | Â Â                                                                                                                | 02/09/2012 02/09/2016                                          | Common<br>Stock 15,000                                              |
| Option<br>(Right to<br>Buy) <sup>(5)</sup>          | \$ 11.11                                                           | Â                                       | Â                                                           | Â                                    | Â Â                                                                                                                | 02/09/2013 02/09/2017                                          | Common<br>Stock 88,200                                              |
| Option<br>(Right to<br>Buy) <sup>(5)</sup>          | \$ 10.87                                                           | Â                                       | Â                                                           | Â                                    | Â Â                                                                                                                | 02/10/2014 02/10/2018                                          | Common<br>Stock 110,362                                             |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                                     |       |
|----------------------------------------------------------------|---------------|-----------|-------------------------------------|-------|
|                                                                | Director      | 10% Owner | Officer                             | Other |
| ALEXANDER BRAD K<br>405 MEANDER TRACE<br>THOMASVILLE, GA 31792 | Â             | Â         | Â President,<br>Flowers<br>Bakeries | Â     |

## Signatures

/s/ Stephen R. Avera,  
Agent 01/10/2014

           \*\*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) Total includes exempt acquisitions of shares allocated to reporting person under Issuer's 401(k) Plan, based on a plan statement dated as of 03/07/2013.
- (2) Total includes exempt acquisitions of shares allocated to reporting person under Issuer's 401(k) Plan, based on a plan statement dated as of 09/09/2013.
- (3) Beneficial ownership is disclaimed.
- (4) By reporting person as custodian for his minor children. Beneficial ownership is disclaimed.
- (5) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.

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.