# Edgar Filing: FLOWERS FOODS INC - Form 4

FLOWERS I	FOODS INC										
Form 4	2006										
February 17,	_								OMB AF	PROVAL	
FORM	UNITED	STATES			ND EXC D.C. 205		NGE C	OMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 o Form 5	s box er STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 5. SECURITIES								Expires:January 31, 2005Estimated average burden hours per response0.5		
obligation may cont <i>See</i> Instru 1(b).	ns Section 17(a	a) of the I	Public Ut	ility Hold		pany	Act of	1935 or Section	1		
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <u>*</u> AVERA STEPHEN R			2. Issuer Name <b>and</b> Ticker or Trading Symbol FLOWERS FOODS INC [FLO]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	(liddle)	3. Date of	Earliest Ti	ansaction			(Check	c all applicable	)	
			(Month/Day/Year) 02/15/2006					Director 10% Owner X Officer (give title Other (specify below) below) SVP, Gen Counsel & Secretary			
Filed(M				Amendment, Date Original I(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
THOMASV	TILLE, GA 31757							Person		porting	
(City)	(State)	(Zip)	Table	e I - Non-E	Derivative S	Securi	ties Acqu	iired, Disposed of,	or Beneficial	y Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution D any (Month/Day)		Date, if	Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of 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)			
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	02/15/2006			М	50,905	А	\$ 6.31	68,296	D		
Common Stock	02/16/2006			S	29,288 (1)	D	\$ 28.19	39,008	D		
Common Stock								362.026 <u>(2)</u>	Ι	By 401(k)	

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. 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. Transacti Code (Instr. 8)	5. Number of tiorDerivative Expiration Date Securities (Month/Day/Year) ) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		te	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option (Right to Buy) (3)	\$ 6.31	02/16/2006		М		50,905	04/06/2005	04/06/2011	Common Stock	50,905
Option (Right to Buy) (3)	\$ 14.01						07/16/2007	07/16/2013	Common Stock	108,22
Option (Right to Buy) (3)	\$ 28.02						01/03/2009	01/03/2013	Common Stock	17,45(
Restricted Stock Award (3)	\$ 0						01/03/2008	(4)	Common Stock	5,400

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
AVERA STEPHEN R 1919 FLOWERS CIRCLE THOMASVILLE, GA 31757			SVP, Gen Counsel & Secretary				
Signatures							

Stephen R. 02/17/2006 Avera \*\*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) Shares sold in connection with the exercise of a nonqualified stock option on 02/15/2006.
- (2)

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Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of the 2005 fiscal year end, 12/31/2005.

(3) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.

(4) Grant expires 01/03/2008 if performance measures are not met.

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.