

FLOWERS FOODS INC

Form 5

February 02, 2007

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 *
WOOD C MARTIN III

(Last)

(First)

(Middle)

**125-C NORTH BROAD
STREET,Â SUITE 313**

(Street)

THOMASVILLE,Â GAÂ 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)
12/30/20064. 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)

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D) Price		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	310,062	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	1,934,185 (1)	I	By Spouse
Common Stock	Â	Â	Â	Â	Â	Â	34,627 (2)	I	By Trust
Common Stock	Â	Â	Â	Â	Â	Â	129,578 (3)	I	By 401(k)

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

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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 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities 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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (Right to Buy) ⁽⁴⁾	\$ 6.31	Â	Â	Â	Â Â	04/06/2002 04/06/2011	Common Stock 33,750
Restricted Stock Award ⁽⁴⁾	\$ 0	Â	Â	Â	Â Â	06/06/2007 Â ⁽⁵⁾	Common Stock 2,564

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOOD C MARTIN III 125-C NORTH BROAD STREET SUITE 313 THOMASVILLE, GA 31792	Â X	Â	Â	Â

Signatures

Stephen R. Avera,
Agent 02/02/2007

 **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) Beneficial ownership is disclaimed.

(2) By trust for reporting person's mother.

(3)

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Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of the 2006 fiscal year end, 12/30/2006.

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

(5) No expiration date.

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.