

FLOWERS FOODS INC
Form 4
February 11, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHIVER ALLEN L

(Last) (First) (Middle)

1925 FLOWERS CIRCLE

(Street)

THOMASVILLE, GA 31757

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FLOWERS FOODS INC [FLO]

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2008

4. 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)
Pres/COO Specialty Group

6. Individual or Joint/Group Filing(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)	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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/07/2008		M		4,290 A \$ 0	D	
Common Stock	02/07/2008		F		1,392 D \$ 22.93	D	
Common Stock					1,972 ⁽¹⁾	I	By Spouse
Common Stock					129 ⁽²⁾	I	By 401(k)
Common Stock					6,750 ⁽³⁾	I	By Minor Children

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

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Award ⁽⁴⁾	\$ 0	02/07/2008		A	2,145 ⁽⁵⁾	01/03/2008 01/03/2008	Common Stock 2,
Restricted Stock Award ⁽⁴⁾	\$ 0	02/07/2008		M	4,290	01/03/2008 01/03/2008	Common Stock 4,
Restricted Stock Award ⁽⁴⁾	\$ 0					02/05/2009 02/05/2009 ⁽⁶⁾	Common Stock 11
Restricted Stock Award ⁽⁴⁾	\$ 0					02/04/2010 02/04/2010 ⁽⁶⁾	Common Stock 9,
Option (Right to Buy) ⁽⁴⁾	\$ 24.75					02/04/2011 02/04/2015	Common Stock 36
Option (Right to Buy) ⁽⁴⁾	\$ 18.68					01/03/2009 01/03/2013	Common Stock 34
Option (Right to Buy) ⁽⁴⁾	\$ 19.57					02/05/2010 02/05/2014	Common Stock 42

Reporting Owners

Reporting Owner Name / Address	Relationships
Director	10% Owner
	Officer
	Other
	Pres/COO Specialty Group

