

RAZMINAS VYTO F
Form 4
February 09, 2009

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 *
RAZMINAS VYTO F

(Last) (First) (Middle)

1310 MILLPOND ROAD

(Street)

THOMASVILLE, GA 31792

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/05/2009

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)
SVP&Chief Information Officer

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	02/05/2009		M	3,150 A \$ 0	11,350	D	
Common Stock	02/05/2009		F	1,217 D \$ 23.71	10,133	D	
Common Stock	02/05/2009		M	540 A \$ 0	540	I	By Spouse (1)
Common Stock	02/05/2009		F	208 D \$ 23.71	332	I	By Spouse (1)
Common Stock					74 (2)	I	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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(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 Security (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Award ⁽³⁾	\$ 0	02/05/2009		A	525 ⁽⁴⁾	02/05/2009 02/05/2009 ⁽⁵⁾	Common Stock	525
Restricted Stock Award ⁽³⁾	\$ 0	02/05/2009		M	3,150	02/05/2009 02/05/2009 ⁽⁵⁾	Common Stock	3,150
Restricted Stock Award ⁽³⁾	\$ 0	02/05/2009		A	90 ⁽⁴⁾	02/05/2009 02/05/2009 ⁽⁵⁾	Common Stock	90
Restricted Stock Award ⁽³⁾	\$ 0	02/05/2009		M	540	02/05/2009 02/05/2009 ⁽⁵⁾	Common Stock	540
Option (Right to Buy) ⁽³⁾	\$ 18.68					01/03/2009 01/03/2013	Common Stock	9,070
Option (Right to Buy) ⁽³⁾	\$ 19.57					02/05/2010 02/05/2014	Common Stock	9,820
Option (Right to Buy) ⁽³⁾	\$ 19.57					02/05/2010 02/05/2014	Common Stock	1,720
Option (Right to Buy) ⁽³⁾	\$ 24.75					02/04/2011 02/04/2015	Common Stock	9,400
Option (Right to Buy) ⁽³⁾	\$ 24.75					02/04/2011 02/04/2015	Common Stock	1,800

Buy) ⁽³⁾

Restricted
Stock \$ 0
Award ⁽³⁾

02/04/2010 02/04/2010⁽⁵⁾

Common
Stock 2,30

Restricted
Stock \$ 0
Award ⁽³⁾

02/04/2010 02/04/2010⁽⁵⁾

Common
Stock 45

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAZMINAS VYTO F 1310 MILLPOND ROAD THOMASVILLE, GA 31792			SVP&Chief Information Officer	

Signatures

/s/ Stephen R. Avera,
Agent 02/09/2009

**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) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of 12/31/2008.
- (3) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (4) The number of shares acquired represents the maximum number of additional shares, which may be awarded in accordance with the terms of the 2007 Restricted Stock Award Agreement.
- (5) Grant expires on Exercisable Date 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.
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