

FERNANDEZ MANUEL A  
Form 4  
April 25, 2011

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
FERNANDEZ MANUEL A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
12600 GATEWAY BOULEVARD  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/22/2011

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

FORT MYERS, FL 33913

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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	04/22/2011		M	5,130	A \$ 0	26,396	D	
Common Stock	04/22/2011		M	5,540	A \$ 0	31,936	D	
Common Stock	04/22/2011		M	3,435	A \$ 0	35,371	D	
Common Stock	04/22/2011		M	3,580	A \$ 0	38,951	D	

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4)	8. Pr Deri Secur (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock <sup>(1)</sup>	\$ 0 <sup>(2)</sup>	04/22/2011		M	5,130	02/05/2009	<sup>(3)</sup>	Common Stock	5,130
Deferred Stock <sup>(1)</sup>	\$ 0 <sup>(2)</sup>	04/22/2011		M	5,540	01/02/2010	<sup>(3)</sup>	Common Stock	5,540
Deferred Stock <sup>(1)</sup>	\$ 0 <sup>(2)</sup>	04/22/2011		M	3,435	06/05/2008	<sup>(3)</sup>	Common Stock	3,435
Deferred Stock <sup>(1)</sup>	\$ 0 <sup>(2)</sup>	04/22/2011		M	3,580	06/03/2009	<sup>(3)</sup>	Common Stock	3,580
Deferred Stock <sup>(1)</sup>	\$ 0 <sup>(2)</sup>					06/05/2011	<sup>(3)</sup>	Common Stock	200
Deferred Stock <sup>(1)</sup>	\$ 0 <sup>(2)</sup>					06/08/2011	<sup>(3)</sup>	Common Stock	4,020
Deferred Stock <sup>(1)</sup>	\$ 0 <sup>(2)</sup>					01/04/2012	<sup>(3)</sup>	Common Stock	4,490
Deferred Stock <sup>(1)</sup>	\$ 0 <sup>(2)</sup>					01/03/2013	<sup>(3)</sup>	Common Stock	4,010

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERNANDEZ MANUEL A 12600 GATEWAY BOULEVARD FORT MYERS, FL 33913		X		

## Signatures

/s/ Stephen R. Avera,  
Agent

04/25/2011

\_\_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) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
  - (2) In accordance with the terms of the Deferred Shares Agreement for Directors, the deferred shares awarded do not have a conversion or exercise price.
  - (3) No expiration date.

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.