

DEESE GEORGE E  
Form 5  
January 05, 2006

**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  
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2005  
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response... 1.0

1. Name and Address of Reporting Person \*  
DEESE GEORGE E

(Last) (First) (Middle)

1919 FLOWERS CIRCLE

(Street)

THOMASVILLE, GA 31757

(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)  
12/31/2005

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)  
Chairman-Bd, CEO, & President

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) |            |       | 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) |
|--------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|------------|-------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                |                                      |                                                    |                                | Amount                                                            | (A) or (D) | Price |                                                                                            |                                                          |                                                       |
| Common Stock                   | Â                                    | Â                                                  | Â                              | Â                                                                 | Â          | Â     | 503,855                                                                                    | D                                                        | Â                                                     |
| Common Stock                   | Â                                    | Â                                                  | Â                              | Â                                                                 | Â          | Â     | 14,904 <sup>(1)</sup>                                                                      | I                                                        | By Spouse                                             |
| Common Stock                   | Â                                    | Â                                                  | Â                              | Â                                                                 | Â          | Â     | 4,049.462 <sup>(2)</sup> <sup>(3)</sup>                                                    | I                                                        | By 401(k)                                             |

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

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contained in this form are not required to respond unless  
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SEC 2270  
(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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    |                                | (A) (D)                                                                                 | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Option (Right to Buy) <sup>(4)</sup>       | \$ 14.01                                               | Â                                    | Â                                                  | Â                              | Â Â                                                                                     | 07/16/2007 07/16/2013                                    | Common Stock 256,500                                          |
| Restricted Stock Award <sup>(4)</sup>      | \$ 0                                                   | Â                                    | Â                                                  | Â                              | Â Â                                                                                     | 01/04/2008 Â <sup>(5)</sup>                              | Common Stock 75,000                                           |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                                 |       |
|----------------------------------------------------------------|---------------|-----------|---------------------------------|-------|
|                                                                | Director      | 10% Owner | Officer                         | Other |
| DEESE GEORGE E<br>1919 FLOWERS CIRCLE<br>THOMASVILLE, GA 31757 | Â X           | Â         | Â Chairman-Bd, CEO, & President | Â     |

## Signatures

Stephen R. Avera,  
Agent 01/05/2006

\_\_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 shares acquired as a result of a three-for-two stock split, effected 07/01/2005.
- (3) 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.
- (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.

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