### Edgar Filing: FLOWERS FOODS INC - Form 4

FLOWERS FOODS INC         Form 4         May 26, 2015         FORM 4         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         Form 5 obligations         StateMent of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1940						OMB Number: Expires: Estimated a burden hou response	rs per	
l(b). (Print or Type R	Responses)							
WOOD C MARTIN III Symbol			r Name <b>and</b> Ticke ERS FOODS II	-	Issuer	f Reporting Person(s) to		
(Last) 125-C NOR' STREET, SI	TH BROAD	iddle) 3. Date o (Month/I 05/26/2	•	ion	(Check all applicable) <u></u> Officer (give title <u></u> 10% Owner <u></u> Other (specify below) below)			
			endment, Date Ori, hth/Day/Year)	ginal	<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> <li>Person</li> </ul>			
(City) (State) (Zip) <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	3.4. SecuritiesfTransactionAcquired (A) orCodeDisposed of (D)		Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
Common Stock	05/26/2015		M 6,0		1,208,114	D		
Common Stock					493.05	I	By 401(k)	
Common Stock					6,527,872	I	By Spouse	
Common Stock					116,865	I	By Trust $(3)$	

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)	4. Transactio Code (Instr. 8)	5. Number onof 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 Deriv Secu (Inst
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock (4)	<u>(5)</u>	05/26/2015	М	6,030	05/23/2015	(6)	Common Stock	6,030	9

## **Reporting Owners**

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
WOOD C MARTIN III 125-C NORTH BROAD STREET SUITE 313 THOMASVILLE, GA 31792	х			
Signatures				
/s/ Stephen R. Avera, Agent	5/26/2015			

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) Total includes exempt acquisitions of shares allocated to reporting person under Issuer's 401(k) Plan, based on a plan statement dated as of 12/31/2014.
- (2) Beneficial ownership is disclaimed.

<u>\*\*</u>Signature of Reporting

Person

- (3) By trust for reporting person's sister and nephew.
- (4) Granted under the Flowers Foods, Inc. 2014 Omnibus Equity and Incentive Compensation Plan.
- (5)

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In accordance with the terms of the Deferred Shares Agreement for Directors, the deferred shares awarded do not have a conversion or exercise price.

#### (6) 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.