

RAZMINAS VYTO F
Form 4
February 10, 2010

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

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)
1310 MILLPOND ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP&Chief Information Officer

THOMASVILLE, GA 31792

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	02/08/2010		M		9,825	A	\$ 19.57	19,958	D	
Common Stock	02/09/2010		S		8,610	D	\$ 24.6622	11,348	D	
Common Stock	02/09/2010		M		2,760	A	\$ 24.24	14,108	D	
Common Stock	02/09/2010		F		967	D	\$ 24.24	13,141	D	
Common Stock	02/09/2010		M		540	A	\$ 24.24	872	I	By Spouse ⁽³⁾

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Common Stock	02/09/2010	F	208	D	\$ 24.24	664	I	By Spouse ⁽³⁾
Common Stock						76	I	401(k) ⁽⁴⁾

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 Securities (Instr. 3 and 4)	Amount or Number of Share
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Option (Right to Buy) ⁽¹⁾	\$ 19.57	02/08/2010		M	9,825	02/05/2010 02/05/2014	Common Stock	9,825
Restricted Stock Award ⁽¹⁾	\$ 0	02/09/2010		A	460	02/04/2010 ⁽²⁾	Common Stock	460
Restricted Stock Award ⁽¹⁾	\$ 0	02/09/2010		M	2,760	02/04/2010 ⁽²⁾	Common Stock	2,760
Restricted Stock Award ⁽¹⁾	\$ 0	02/09/2010		A	90	02/04/2010 ⁽²⁾	Common Stock	90
Restricted Stock Award ⁽¹⁾	\$ 0	02/09/2010		M	540	02/04/2010 ⁽²⁾	Common Stock	540
Option (Right to Buy) ⁽¹⁾	\$ 19.57					02/05/2010 02/05/2014	Common Stock	1,725
Option (Right to Buy) ⁽¹⁾	\$ 18.68					01/03/2009 01/03/2013	Common Stock	9,075

Restricted Stock Award ⁽¹⁾	\$ 0	02/05/2009	<u>(2)</u>	Common Stock	0
Restricted Stock Award ⁽¹⁾	\$ 0	02/05/2009	<u>(2)</u>	Common Stock	0
Option (Right to Buy) ⁽¹⁾	\$ 24.75	02/04/2011	02/04/2015	Common Stock	9,400
Option (Right to Buy) ⁽¹⁾	\$ 24.75	02/04/2011	02/04/2015	Common Stock	1,800
Option (Right to Buy) ⁽¹⁾	\$ 23.84	02/09/2012	02/09/2016	Common Stock	12,550
Option (Right to Buy) ⁽¹⁾	\$ 23.84	02/09/2012	02/09/2016	Common Stock	2,000
Restricted Stock Award ⁽¹⁾	\$ 0	02/09/2011	<u>(2)</u>	Common Stock	2,600
Restricted Stock Award ⁽¹⁾	\$ 0	02/09/2011	<u>(2)</u>	Common Stock	400

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

02/10/2010

 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) Grant expires on Exercisable Date if performance measures are not met.

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(3) Beneficial ownership is disclaimed.

(4) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of 12/31/2009.

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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