

FLOWERS FOODS INC
Form 4
December 18, 2014

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 *
SHIVER ALLEN L

(Last) (First) (Middle)
1925 FLOWERS CIRCLE
(Street)

THOMASVILLE, GA 31757

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/16/2014

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)
President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/16/2014		M		82,125 A \$ 11	D	
Common Stock	12/16/2014		S		25,000 D \$ 18.2564	D	
Common Stock	12/16/2014		S		20,000 D \$ 18.354	D	
Common Stock	12/17/2014		S		14,100 D \$ 18.4043	D	
Common Stock	12/17/2014		S		5,900 D \$ 18.35	D	

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Common Stock	337	I	By 401(k) <u>(3)</u>
Common Stock	7,282	I	By Child <u>(4)</u>
Common Stock	4,437	I	By Spouse <u>(4)</u>

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option (Right to Buy) <u>(5)</u>	\$ 11	12/16/2014		M	82,125	02/04/2011	02/04/2015	Common Stock	82,125
Option (Right to Buy) <u>(5)</u>	\$ 10.59					02/09/2012	02/09/2016	Common Stock	117,160
Option (Right to Buy) <u>(5)</u>	\$ 11.11					02/09/2013	02/09/2017	Common Stock	152,100
Option (Right to Buy) <u>(5)</u>	\$ 10.87					02/10/2014	02/10/2018	Common Stock	226,125
Restricted Stock Award <u>(5)</u>	\$ 0					06/02/2017	<u>(6)</u>	Common Stock	58,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SHIVER ALLEN L
1925 FLOWERS CIRCLE X President and CEO
THOMASVILLE, GA 31757

Signatures

/s/ Stephen R. Avera, 12/18/2014
Agent

 **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) Average price of trade executions in range from \$18.27 to \$18.25.
- (2) Average price of trade executions in range from \$18.37 to \$18.35.
- (3) Share total includes exempt acquisitions of shares allocated to reporting person under Issuer's 401(k) Plan, based on a plan statement dated 07/14/2014.
- (4) Beneficial ownership is disclaimed.
- (5) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (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.