Edgar Filing: WOODWARD JIMMY M - Form 4

| | RD JIMMY M | | | | | | | | | | |
|--|---|----------|--|---|---|---------|--|---|------------------|-----------|--|
| Form 4 | 2007 | | | | | | | | | | |
| January 05, | ЛЛ | | | | | | | | | PPROVAL | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | Number: | 3235-0287 | | | |
| Check this box if no longer subject to Section 16.Janua Expires:Subject to Section 16. Form 4 or | | | | | | | | urs per | | | |
| (Print or Type | Responses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> WOODWARD JIMMY M | | | 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) | 3. Date of Earliest Transaction (Check | | | | ck all applicabl | (all applicable) | | | |
| 1919 FLOWERS CIRCLE | | | (Month/Day/Year) 01/03/2006 | | | | | Director 10% Owner X Officer (give title Other (specify below) Senior VP & CFO | | | |
| (Street) | | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| THOMASY | VILLE, GA 31 | 757 | | | | | | Form filed by I Person | More than One R | eporting | |
| (City) | (State) | (Zip) | Table | e I - Non-D | erivative S | ecuriti | es Ac | quired, Disposed o | of, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | ecurity (Month/Day/Year) Executionstr. 3) any | | | | 4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | | |
| Common Stock | | | | Code V | Amount | (D) | Price | (insu: 3 and 4) 12,123 | D | | |
| Common Stock | | | | | | | | 363.154 <u>(1)</u> | Ι | By 401(k) | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: WOODWARD JIMMY M - Form 4

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. Transactio Code (Instr. 8) | 5. Number of orDerivative 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) (2) | \$ 28.02 | 01/03/2006 | | А | 23,150 | 01/03/2009 | 01/03/2013 | Common Stock | 23,150 |
| Restricted Stock Award (2) | \$ 0 | 01/03/2006 | | А | 7,150 | 01/03/2008 | (3) | Common Stock | 7,150 |
| Option (Right to Buy) (2) | \$ 6.31 | | | | | 04/06/2005 | 04/06/2011 | Common Stock | 259,87 |
| Option (Right to Buy) (2) | \$ 14.01 | | | | | 07/16/2007 | 07/16/2013 | Common Stock | 153,22 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---------------------------------------|---------------|-----------|---------|-------|--|--|--|
| L O | Director | 10% Owner | Officer | Other | | | |
| WOODWARD JIMMY M | | | Senior | | | | |
| 1919 FLOWERS CIRCLE | | | VP & | | | | |
| THOMASVILLE, GA 31757 | | | CFO | | | | |

Signatures

Person

Stephen R. Avera,
Agent01/05/2006***Signature of ReportingDate

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 in Issuer's 401(k) Plan, as of the 2005 fiscal year end, 12/31/2005.
- (2) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (3) Grant expires 01/03/2008 if performance measures are not met.

Reporting Owners

Edgar Filing: WOODWARD JIMMY M - Form 4

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.