

RAZMINAS VYTO F
Form 4
April 15, 2011

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

(Last) (First) (Middle)
1310 MILLPOND ROAD
(Street)

THOMASVILLE, GA 31792

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/13/2011

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)
SVP&Chief Information Officer

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)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	04/13/2011		M		9,075	A	\$ 18.68	23,534	D	
Common Stock	04/14/2011		S		7,010	D	\$ 28.4123	16,524	D	
Common Stock								79	I	401(k) ⁽²⁾
Common Stock								867	I	By Spouse ⁽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)	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 or Number of Shares
Option (Right to Buy) ⁽¹⁾	\$ 18.68	04/13/2011		M	9,075	01/03/2009	01/03/2013	Common Stock	9,075
Option (Right to Buy) ⁽¹⁾	\$ 19.57					02/05/2010	02/05/2014	Common Stock	1,725
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
Option (Right to Buy) ⁽¹⁾	\$ 25.01					02/09/2013	02/09/2017	Common Stock	13,900
Option (Right to Buy) ⁽¹⁾	\$ 25.01					02/09/2013	02/09/2017	Common Stock	2,400
Restricted Stock Award ⁽¹⁾	\$ 0 ⁽⁵⁾					02/09/2012	⁽⁴⁾	Common Stock	2,200

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