

LAUDER KARYL H  
Form 4  
February 09, 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 \*

LAUDER KARYL H

(Last) (First) (Middle)

100 FOX RIDGE LANE

(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)

02/09/2010

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 Accounting 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/09/2010		M		4,260	A	\$ 24.24
Common Stock	02/09/2010		F		1,579	D	\$ 24.24
Common Stock							1,364
Common Stock							7,240
							By 401(k) (3)
							By Spouse (4)

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 Share
Restricted Stock Award <sup>(2)</sup>	\$ 0	02/09/2010		A	710	02/04/2010 <sup>(1)</sup>	Common Stock 710
Restricted Stock Award <sup>(2)</sup>	\$ 0	02/09/2010		M	4,260	02/04/2010 <sup>(1)</sup>	Common Stock 4,260
Option (Right to Buy) <sup>(2)</sup>	\$ 9.34					07/16/2007 07/16/2013	Common Stock 61,087
Option (Right to Buy) <sup>(2)</sup>	\$ 18.68					01/03/2009 01/03/2013	Common Stock 9,075
Option (Right to Buy) <sup>(2)</sup>	\$ 19.57					02/05/2010 02/05/2014	Common Stock 9,825
Option (Right to Buy) <sup>(2)</sup>	\$ 24.75					02/04/2011 02/04/2015	Common Stock 14,300
Option (Right to Buy) <sup>(2)</sup>	\$ 23.84					02/09/2012 02/09/2016	Common Stock 13,000
Restricted Stock Award <sup>(2)</sup>	\$ 0					02/09/2011 <sup>(1)</sup>	Common Stock 2,700

