#### LAUDER KARYL H

Form 4

February 09, 2010

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 4 or Form 5 obligations

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Estimated average burden hours per 0.5 response...

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Addr LAUDER KAI	^	ng Person *	2. Issuer Name <b>and</b> 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 all applicable)			
			(Month/Day/Year)	Director 10% Owner			
100 FOX RIDGE LANE			02/09/2010	_X_ Officer (give title Other (specify below) SVP & Chief Accounting Officer			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
THOMASVIL	LE, GA 317	792	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			d of (D) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)	
Common Stock	02/09/2010		Code V M	Amount 4,260	(D)	Price \$ 24.24	26,906	D	
Common Stock	02/09/2010		F	1,579	D	\$ 24.24	25,327	D	
Common Stock							1,364	I	By 401(k)
Common Stock							7,240	I	By Spouse

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

### Edgar Filing: LAUDER KARYL H - Form 4

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.

SEC 1474 (9-02)

# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	orDeriv Secur Acqui	ities ared (A) sposed of3, 4,	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 (2)	\$ 0	02/09/2010		A	710		02/04/2010	<u>(1)</u>	Common Stock	710
Restricted Stock Award (2)	\$ 0	02/09/2010		M		4,260	02/04/2010	<u>(1)</u>	Common Stock	4,260
Option (Right to Buy) (2)	\$ 9.34						07/16/2007	07/16/2013	Common Stock	61,087
Option (Right to Buy) (2)	\$ 18.68						01/03/2009	01/03/2013	Common Stock	9,075
Option (Right to Buy) (2)	\$ 19.57						02/05/2010	02/05/2014	Common Stock	9,825
Option (Right to Buy) (2)	\$ 24.75						02/04/2011	02/04/2015	Common Stock	14,300
Option (Right to Buy) (2)	\$ 23.84						02/09/2012	02/09/2016	Common Stock	13,000
Restricted Stock Award (2)	\$ 0						02/09/2011	<u>(1)</u>	Common Stock	2,700

### Edgar Filing: LAUDER KARYL H - Form 4

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LAUDER KARYL H 100 FOX RIDGE LANE THOMASVILLE, GA 31792

SVP & Chief Accounting Officer

## **Signatures**

/s/ Stephen R. Avera, Agent 02/09/2010

\*\*Signature of Reporting Date
Person

## **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) Grant expires on Exercisable Date if performance measures are not met.
- (2) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (3) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of 12/31/2009.
- (4) Beneficial ownership is disclaimed.

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.

Reporting Owners 3