#### ALEXANDER BRAD K

Form 4

February 25, 2011

## FORM 4

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

OMB 3235-0287 Number:

Expires:

**OMB APPROVAL** 

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, 2005

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction

1(b).

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 Addre ALEXANDER	•	ng Person *	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				
405 MEANDER TRACE			(Month/Day/Year) 02/23/2011	Director 10% Owner Officer (give title Other (specify below)  President, Flowers Bakeries			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
THOMASVILLE, GA 31792			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	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)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/23/2011		M	5,480	A	\$0	44,907	D	
Common Stock	02/23/2011		F	1,856	D	\$ 26.47	43,051	D	
Common Stock							1,487 <u>(9)</u>	I	By 401(k)
Common Stock							273	I (3)	Minor Children

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

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SEC 1474 (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. Transac Code (Instr. 8		Securities		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
Restricted Stock Award (2)	\$ 0	02/23/2011		D			1,370	02/09/2011	<u>(1)</u>	Common Stock	0
Restricted Stock Award (2)	\$ 0	02/23/2011		M			5,480	02/09/2011	<u>(1)</u>	Common Stock	5,480
Option (Right to Buy) (2)	\$ 18.68							01/03/2009	01/03/2013	Common Stock	13,575
Option (Right to Buy) (2)	\$ 19.57							02/05/2010	02/05/2014	Common Stock	14,850
Option (Right to Buy) (2)	\$ 24.75							02/04/2011	02/04/2015	Common Stock	14,400
Option (Right to Buy) (2)	\$ 23.84							02/09/2012	02/09/2016	Common Stock	33,350
Option (Right to Buy) (2)	\$ 25.01							02/09/2013	02/09/2017	Common Stock	39,200
Restricted Stock Award (2)	\$ 0 (5)							02/09/2012	<u>(1)</u>	Common Stock	6,150
Option (Right to Buy) (2)	\$ 24.47							02/10/2014	02/10/2018	Common Stock	49,050

Restricted

Stock \$ 0 (7)

Award (2)

(8)

(6) Common Stock

7,400

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ALEXANDER BRAD K 405 MEANDER TRACE THOMASVILLE, GA 31792

President, Flowers Bakeries

### **Signatures**

Agent

/s/ Stephen R. Avera,

02/25/2011

\*\*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) 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) Beneficial ownership is disclaimed.
- (4) By reporting person as custodian for his minor children. Beneficial ownership is disclaimed.
- (5) In accordance with the terms of the 2010 Restricted Stock Award Agreement, the performance shares awarded do not have a conversion or exercise price.
- (6) Grant expires on the vesting date if performance measures are not met.
- (7) In accordance with the terms of the 2011 Restricted Stock Award Agreement, the performance shares awarded do not have a conversion or exercise price.
- (8) The company anticipates that in accordance with the terms of the 2011 Restricted Stock Award Agreement the vesting date of the performance shares awarded shall be the date of the filing of the company's Annual Report on Form 10-K with the SEC in 2013.
- (9) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of 12/31/2010.

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.

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