

WARD JACKIE M  
Form 4  
January 06, 2012

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
WARD JACKIE 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)  
1200 LAKE HEARN  
DRIVE, SUITE 550  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/04/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

ATLANTA, GA 30319

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	01/04/2012		M	6,735 A \$ 18.76	122,962	D	
Common Stock					15,988	I	Flowers Stock Tracking A/C <sup>(4)</sup>
Common Stock					913	I	By Spouse <sup>(5)</sup>

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

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SEC 1474 (9-02)

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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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock <sup>(1)</sup>	\$ 0 <sup>(2)</sup>	01/04/2012		M		01/04/2012	<sup>(3)</sup>	Common Stock	6,735
Deferred Stock <sup>(1)</sup>	\$ 0 <sup>(2)</sup>	01/04/2012		A	6,110	01/03/2014	<sup>(3)</sup>	Common Stock	6,110
Deferred Stock <sup>(1)</sup>	\$ 0 <sup>(2)</sup>					06/05/2008	<sup>(3)</sup>	Common Stock	5,152
Deferred Stock <sup>(1)</sup>	\$ 0 <sup>(2)</sup>					02/05/2009	<sup>(3)</sup>	Common Stock	7,695
Deferred Stock <sup>(1)</sup>	\$ 0 <sup>(2)</sup>					06/03/2009	<sup>(3)</sup>	Common Stock	5,370
Deferred Stock <sup>(1)</sup>	\$ 0 <sup>(2)</sup>					01/02/2010	<sup>(3)</sup>	Common Stock	8,310
Deferred Stock <sup>(1)</sup>	\$ 0 <sup>(2)</sup>					06/09/2010	<sup>(3)</sup>	Common Stock	7,095
Deferred Stock <sup>(1)</sup>	\$ 0 <sup>(2)</sup>					01/02/2011	<sup>(3)</sup>	Common Stock	6,315
Deferred Stock <sup>(1)</sup>	\$ 0 <sup>(2)</sup>					06/05/2011	<sup>(3)</sup>	Common Stock	300
Deferred Stock <sup>(1)</sup>	\$ 0 <sup>(2)</sup>					06/08/2011	<sup>(3)</sup>	Common Stock	6,030
Deferred Stock <sup>(1)</sup>	\$ 0 <sup>(2)</sup>					05/27/2012	<sup>(3)</sup>	Common Stock	5,040
Deferred Stock <sup>(1)</sup>	\$ 0 <sup>(2)</sup>					01/03/2013	<sup>(3)</sup>	Common Stock	6,015
Deferred Stock <sup>(1)</sup>	<sup>(2)</sup>					05/25/2013	<sup>(3)</sup>	Common Stock	345

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARD JACKIE M 1200 LAKE HEARN DRIVE SUITE 550 ATLANTA, GA 30319	X			

## Signatures

/s/ Stephen R. Avera, Agent	01/06/2012
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**Signature of Reporting Person	Date
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## 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) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (2) In accordance with the terms of the Deferred Shares Agreement for Directors, the deferred shares awarded do not have a conversion or exercise price.
- (3) No expiration date.
- (4) Under the terms of the Flowers Foods Executive Deferred Compensation Plan, reporting person elected to have a portion of plan contributions valued as shares of the issuer's common stock, as of the closing stock price on 01/02/2009. Each unit of the Flowers Stock Tracking Account is the equivalent of one share of issuer's common stock.
- (5) 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.