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FERNANDE	Z MANUEL A	4										
Form 4												
January 04, 2												
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSI Washington, D.C. 20549							COMMISSION		3235-0287			
Check this box if no longer subject to STATEMENT OF CHANG				GES IN BENEFICIAL OWNERSHIP (SECURITIES							Estimated a burden hou	
Form 5 obligation may conti <i>See</i> Instru- 1(b).	s Section 1'	7(a) of the		ility Hold	ling Com	ipany	Acto	ge Act of 1934, f 1935 or Sectio 40				
(Print or Type R	esponses)											
FERNANDEZ MANUEL A Symbol				Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
				ate of Earliest Transaction				(Check all applicable)				
(Month/D				/Day/Year)				X Director Officer (give below)	title 10% Owner Other (specify below)			
				endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
FORT MYE	RS, FL 33913							Form filed by I Person	More than One Ro	eporting		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	f. or Beneficial	llv Owned		
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Executio any		3. Transacti Code (Instr. 8)	4. Securi onAcquirec Disposec (Instr. 3, Amount	ties I (A) o I of (D 4 and (A) or	or))	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)		
Common Stock	01/03/2013			М	6,015	А	\$0	64,741	D			

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

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.

 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)	Code 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
Deferred Stock (1)	(2)	01/02/2013		А	4,820		01/02/2015	(3)	Common Stock	4,820
Deferred Stock (1)	\$ 0 <u>(2)</u>	01/03/2013		М		6,015	01/03/2013	(3)	Common Stock	6,015
Deferred Stock (1)	\$ 0 <u>(2)</u>						06/08/2011	(3)	Common Stock	6,030
Deferred Stock (1)	\$ 0 <u>(2)</u>						01/04/2012	(3)	Common Stock	6,735
Deferred Stock (1)	<u>(2)</u>						05/25/2013	(3)	Common Stock	345
Deferred Stock (1)	\$ 0 <u>(2)</u>						05/27/2012	(3)	Common Stock	5,040
Deferred Stock (1)	\$ 0 <u>(2)</u>						06/05/2013	(3)	Common Stock	4,780

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Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
FERNANDEZ MANUEL A 12600 GATEWAY BOULEVAR FORT MYERS, FL 33913	D X							
Signatures								
/s/ Stephen R. Avera, Agent	01/04/2013							

**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).

Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan. (1)

(2)

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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.

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.