

FLOWERS FOODS INC

Form 3

February 26, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

BENTON ROBERT L JR

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement (Month/Day/Year)

02/20/2015

3. Issuer Name and Ticker or Trading Symbol  
FLOWERS FOODS INC [FLO]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

\_\_\_\_ Director      \_\_\_\_ 10% Owner  
☒ Officer      \_\_\_\_ Other  
 (give title below) (specify below)  
 SVP/ChiefManufacturingOfficer

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

105 PONY CIRCLE

(Street)

THOMASVILLE, GA 31792

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

38,550

D

A

Common Stock

4,174.71

I

By 401(k) (1)

Common Stock

2,775

I

By Spouse (2)

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

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership

# Edgar Filing: FLOWERS FOODS INC - Form 3

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Option (Right to Buy) <sup>(3)</sup>	02/09/2012	02/09/2016	Common Stock	13,837	\$ 10.59	D	Â
Option (Right to Buy) <sup>(3)</sup>	02/09/2013	02/09/2017	Common Stock	16,425	\$ 11.11	D	Â
Option (Right to Buy) <sup>(3)</sup>	02/11/2014	02/11/2018	Common Stock	25,762	\$ 10.87	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENTON ROBERT L JR 105 PONY CIRCLE THOMASVILLE, GA 31792	Â	Â	Â SVP/Chief Manufacturing Officer	Â

## Signatures

/s/ Stephen R. Avera,  
Agent

02/26/2015

\_\_Signature of Reporting  
Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Total includes exempt acquisitions of shares allocated to reporting person under Issuer's 401(k) Plan, based on a plan statement dated as of 12/31/2014.
- (2) Beneficial ownership is disclaimed.
- (3) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.  
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