

FLOWERS FOODS INC

Form 4

September 14, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BEVERLY JOE E

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)

1132 GORDON AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/11/2015

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

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

THOMASVILLE, GA 31792

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/11/2015		S	100,000 (1)	\$ 23.9924 (2)	125,000	D
Common Stock					104,746	I	By Spouse (3)

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. Price of Derivative Security (Instr. 5)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock ⁽⁴⁾	\$ 0 ⁽⁵⁾							06/03/2009	⁽⁶⁾	Common Stock	8,055
Deferred Stock ⁽⁴⁾	\$ 0 ⁽⁵⁾							06/09/2010	⁽⁶⁾	Common Stock	10,642
Deferred Stock ⁽⁴⁾	\$ 0 ⁽⁵⁾							06/08/2011	⁽⁶⁾	Common Stock	9,045
Deferred Stock ⁽⁴⁾	\$ 0 ⁽⁵⁾							05/27/2012	⁽⁶⁾	Common Stock	7,560
Deferred Stock ⁽⁴⁾	\$ 0 ⁽⁵⁾							06/05/2013	⁽⁶⁾	Common Stock	7,170
Deferred Stock ⁽⁴⁾	\$ 0 ⁽⁵⁾							05/28/2014	⁽⁶⁾	Common Stock	5,415
Deferred Stock ⁽⁷⁾	⁽⁵⁾							05/23/2015	⁽⁶⁾	Common Stock	6,030
Deferred Stock ⁽⁷⁾	\$ 0 ⁽⁵⁾							06/05/2016	⁽⁶⁾	Common Stock	229
Deferred Stock ⁽⁷⁾	\$ 0 ⁽⁵⁾							06/09/2016	⁽⁶⁾	Common Stock	6,026
Deferred Stock ⁽⁷⁾	\$ 0 ⁽⁵⁾							01/02/2016	⁽⁶⁾	Common Stock	4,963

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEVERLY JOE E 1132 GORDON AVENUE THOMASVILLE, GA 31792	X			

Signatures

/s/ Stephen R. Avera,
Agent

09/14/2015

__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) Shares sold as a part of reporting person's personal estate planning for the purposes of diversification of financial holdings.
- (2) Average of trade executions in price range from \$24.08 to \$23.96 per share.
- (3) Beneficial ownership is disclaimed.
- (4) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (5) In accordance with the terms of the Deferred Shares Agreement for Directors, the deferred shares awarded do not have a conversion or exercise price.
- (6) No expiration date.
- (7) Granted under the Flowers Foods, Inc. 2014 Omnibus Equity and Incentive Compensation 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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