

DEESE GEORGE E

Form 5

January 31, 2019

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
DEESE GEORGE E

(Last) (First) (Middle)

318 BEACHSIDE DRIVE

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
FLOWERS FOODS INC [FLO]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/29/20184. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Non-Executive Chairman

6. Individual or Joint/Group Reporting

(check applicable line)

PANAMA CITY, FL 32413

☒ 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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	2,810,079	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	23,958.17	I	By 401(k) (1)
Common Stock	Â	Â	Â	Â	Â	Â	50,301	I	By Spouse (2)
Common Stock	Â	Â	Â	Â	Â	Â	150,000	I	By Family Trusts (3)
	Â	Â	Â	Â	Â	Â	175,000	I	

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Common
Stock

By Family
LLC ⁽⁴⁾

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

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(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. 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. Pri Deriv Secur (Instr
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Deferred Stock ⁽⁵⁾	\$ 0 ⁽⁶⁾	Â	Â	Â	Â Â	05/23/2019 Â ⁽⁷⁾	Common Stock	6,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEESE GEORGE E 318 BEACHSIDE DRIVE PANAMA CITY,Â FLÂ 32413	Â X	Â	Â	Non-Executive Chairman

Signatures

/s/ Stephen R. Avera,
Agent 01/31/2019

^{**}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) Total includes exempt acquisitions of shares allocated to reporting person under Issuer's 401(k) Plan and A minimum required distribution due to age of reporting person, based on a plan statement dated as of 12/31/2018.
- (2) Beneficial ownership is disclaimed.
- (3) Reporting person became the co-trustee of family trusts upon the death of a family member.

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- (4) Shares held by family LLC, in which reporting person and his spouse are the only members.
- (5) Granted under the Flowers Foods, Inc. 2014 Omnibus Equity and Incentive Compensation Plan.
- (6) In accordance with the terms of the Deferred Shares Agreement for Directors, the deferred shares awarded do not have a conversion or exercise price.
- (7) No expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.