#### SHIELDS JOSEPH V JR

Form 4 June 10, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number: January 31,

Expires:

2005 Estimated average

> 10% Owner Other (specify

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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 1(b).

(Middle)

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* SHIELDS JOSEPH V JR

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

#### FLOWERS FOODS INC [FLO]

(Check all applicable)

(Month/Day/Year) 06/08/2010

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check Applicable Line)

X\_ Director

Officer (give title

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

1919 FLOWERS CIRCLE

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

THOMASVILLE, GA 31757

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.1itle of	2. Transaction Date	2A. Deemed	<i>3</i> .	4. Securities	5. Amount of	6. Ownership	/. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				(A)	Reported		
				(A)			

Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

Common 06/09/2010 M 4,730 \$0 110,401 D Α Stock

Common By Spouse 3,467,191 Ι (4) Stock

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

Persons who respond to the collection of SEC 1474 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)

(9-02)

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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. Transactic Code (Instr. 8)	5. Numb orDerivati Securitic Acquire Dispose (Instr. 3,	es d (A) or d of (D)	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 Share
Deferred Stock (1)	\$ 0 (2)	06/08/2010		A	4,020		06/08/2011	<u>(3)</u>	Common Stock	4,020
Deferred Stock (1)	\$ 0 (2)	06/09/2010		M		4,730	06/09/2010	<u>(3)</u>	Common Stock	4,730
Deferred Stock (1)	\$ 0						01/04/2012	<u>(3)</u>	Common Stock	4,490
Deferred Stock (1)	\$ 0						06/05/2011	<u>(3)</u>	Common Stock	200
Deferred Stock (1)	\$ 0						01/02/2011	<u>(3)</u>	Common Stock	4,210
Deferred Stock (1)	\$ 0						01/02/2010	<u>(3)</u>	Common Stock	0
Option (Right to Buy) (1)	\$ 4.21						04/06/2002	04/06/2011	Common Stock	50,62

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting owner runte, runteess	Director	10% Owner	Officer	Other			
SHIELDS JOSEPH V JR 1919 FLOWERS CIRCLE THOMASVILLE, GA 31757	X						

## **Signatures**

/s/ Stephen R. Avera,
Agent

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

**(2)** 

Reporting Owners 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.
- (4) 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.