

1 800 FLOWERS COM INC
 Form 4
 February 08, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WALKER JEFFREY C

(Last) (First) (Middle)

C/O J.P. MORGAN PARTNERS,
 LLC, 1221 AVENUE OF THE
 AMERICAS - 40TH FLOOR

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
**1 800 FLOWERS COM INC
 [FLWS]**

3. Date of Earliest Transaction
 (Month/Day/Year)
02/04/2005

4. 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)

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

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/04/2005		S		125,000	D	\$ 7.95	3,083,240	I	See footnote (1)
Class A Common Stock	02/04/2005		S		25,000	D	\$ 7.96	3,058,240	I	See footnote (1)
Class A Common Stock	02/04/2005		S		47,170	D	\$ 7.99	3,011,070	I	See footnote (1)

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Class A Common Stock	02/04/2005	S	2,830	D	\$ 8	3,008,240	I	See footnote (1)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Priority of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Purchase) <u>(2)</u>	\$ 3.65					<u>(2)</u> 12/06/2010	Class A Common Stock	25,000	
Stock Option (Right to Purchase) <u>(2)</u>	\$ 14.34					<u>(2)</u> 12/04/2011	Class A Common Stock	5,000	
Stock Option (Right to Purchase)	\$ 10.46					<u>(2)</u> 12/04/2012	Class A Common Stock	5,000	
Stock Option (Right to Purchase)	\$ 11.81					<u>(2)</u> 12/02/2013	Class A Common Stock	5,000	
Stock Option (Right to Purchase)	\$ 8.78					<u>(2)</u> 12/10/2014	Class A Common Stock	10,000	

