FLOWERS FOODS INC

Form 4

January 07, 2008

FORM 4

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

OMB and

OMB APPROVAL

Number: 3235-0287

Synings January 31,

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 Filed purs Section 17(a)

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LAUDER KARYL H Issuer Symbol FLOWERS FOODS INC [FLO] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ Other (specify 100 FOX RIDGE LANE 01/03/2008 below) VP & Chief Accounting Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting THOMASVILLE, GA 31792 Person

(City)	(State) (Z	Zip) Table	I - Non-D	erivative Securities A	cquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Pric	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	01/03/2008		M	2,220 A \$0	19,603	D	
Common Stock					1,296 (2)	I	By 401(k)
Common Stock					7,043 (3)	I	By Spouse

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

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number.

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. Transacti Code (Instr. 8)	Sector Acquired (A) Disp (D)	urities juired or posed of tr. 3, 4,	6. Date Exerci Expiration Dat (Month/Day/Y	e	7. Title and Underlying (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Share
Restricted Stock Award (4)	\$ 0	01/03/2008		M		2,220	01/03/2008	01/03/2008	Common Stock	2,220
Option (Right to Buy) (4)	\$ 9.34						07/16/2007	07/16/2013	Common Stock	61,08
Option (Right to Buy) (4)	\$ 18.68						01/03/2009	01/03/2013	Common Stock	9,075
Restricted Stock Award (4)	\$ 0						02/05/2009	02/05/2009(5)	Common Stock	2,625
Option (Right to Buy) (4)	\$ 19.57						02/05/2010	02/05/2014	Common Stock	9,825

Reporting Owners

Reporting Owner Name / Address	Relationships						
F-	Director	10% Owner	Officer	Other			
LAUDER KARYL H 100 FOX RIDGE LANE			VP & Chief Accounting				
THOMASVILLE, GA 31792			Officer				

Signatures

Stephen R. Avera, Agent	01/07/2008		
**Signature of Reporting Person	Date		

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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) Pursuant to the terms of the 2006 Restricted Stock Award Agreement, the number of shares acquired by the reporting person represents the minimum number of shares which may be awarded and is subject to futher adjustment.
- (2) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of the 2007 fiscal year end, 12/29/2007.
- (3) Beneficial ownership is disclaimed.
- (4) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (5) Grant expires on Exercisable Date if performance measures are not met.

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.