

FLOWERS FOODS INC
Form 4
December 20, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average 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 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KINSEY R STEVE

(Last) (First) (Middle)
8777 SPRINGHILL ROAD

(Street)

THOMASVILLE, GA 31792

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FLOWERS FOODS INC [FLO]

3. Date of Earliest Transaction (Month/Day/Year)
12/19/2013

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)
EVP & Chief Financial Officer

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 Ownership (Instr. 4)
				(A) or (D) Price			
			Code V	Amount (D)			
Common Stock	12/19/2013		M	22,612 A \$ 8.7	164,666	D	
Common Stock					1,804	I	By 401(k) (1)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: FLOWERS FOODS INC - Form 4

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (Right to Buy) ⁽²⁾	\$ 8.7	12/19/2013		M	22,612	02/05/2010 02/05/2014	Common Stock 22,612
Option (Right to Buy) ⁽²⁾	\$ 11					02/04/2011 02/04/2015	Common Stock 70,762
Option (Right to Buy) ⁽²⁾	\$ 10.59					02/09/2012 02/09/2016	Common Stock 90,450
Option (Right to Buy) ⁽²⁾	\$ 11.11					02/09/2013 02/09/2017	Common Stock 113,400
Option (Right to Buy) ⁽²⁾	\$ 10.87					02/10/2014 02/10/2018	Common Stock 149,400

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KINSEY R STEVE 8777 SPRINGHILL ROAD THOMASVILLE, GA 31792	EVP & Chief Financial Officer

Signatures

/s/ Stephen R. Avera,
Agent
12/20/2013

⁽²⁾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 in Issuer's 401(k) Plan, as of 12/31/2012.

Edgar Filing: FLOWERS FOODS INC - Form 4

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

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.