

FLOWERS FOODS INC  
Form 4  
August 22, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
DEESE GEORGE E

(Last) (First) (Middle)  
1919 FLOWERS CIRCLE  
(Street)

THOMASVILLE, GA 31757

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/20/2014

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)  
Executive Chairman of the Board

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 08/20/2014                           |  | M                              |   | 528,975   | A  | \$ 11   |
| Common Stock                    | 08/21/2014                           |  | S                              |   | 232,000   | D  | \$ 19.2619  |
| Common Stock                    | 08/22/2014                           |  | S                              |   | 183,000   | D  | \$ 19.1476  |
| Common Stock                    |                                      |  |                                |   |   |  | 22,688  |
|                                 |                                      |  |                                |   |   |  | 50,301  |
|                                 |                                      |  |                                |   |   | I  | By 401(k) <sup>(3)</sup>                              |
|                                 |                                      |  |                                |   |   | I  |   |

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|              |  |  |  |         |   |  |                              |
|--------------|--|--|--|---------|---|--|------------------------------|
| Common Stock |  |  |  |         |   |  | By Spouse <sup>(4)</sup>     |
| Common Stock |  |  |  | 150,000 | I |  | By Family LLC <sup>(5)</sup> |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount Number of Shares                                 |
| Option (Right to Buy) <sup>(6)</sup>       | \$ 11  | 08/20/2014                           |  | M                              | 528,975   | 02/04/2011 02/04/2015                                    | Common Stock 528,975  |
| Option (Right to Buy) <sup>(6)</sup>       | \$ 10.59   |                                      |  |                                |   | 02/09/2012 02/09/2016                                    | Common Stock 608,173  |
| Option (Right to Buy) <sup>(6)</sup>       | \$ 11.11   |                                      |  |                                |   | 02/09/2013 02/09/2017                                    | Common Stock 587,587  |
| Option (Right to Buy) <sup>(6)</sup>       | \$ 10.87   |                                      |  |                                |   | 02/10/2014 02/10/2018                                    | Common Stock 739,463  |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                                 |       |
|--|---------------|-----------|---------------------------------|-------|
|  | Director      | 10% Owner | Officer                         | Other |
| DEESE GEORGE E<br>1919 FLOWERS CIRCLE<br>THOMASVILLE, GA 31757 | X             |           | Executive Chairman of the Board |       |

## Signatures

/s/ Stephen R. Avera,  
Agent

08/22/2014

\_\_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) Average of trade executions in price range from \$19.45 to \$19.00 per share.
- (2) Average of trade executions in price range from \$19.26 to \$19.08 per share.
- (3) Share total includes exempt acquisitions of shares allocated to reporting person under Issuer's 401(k) Plan, based on a plan statement dated 07/14/2014.
- (4) Beneficial ownership is disclaimed.
- (5) Shares held by family LLC, in which reporting person and his spouse are the only members.
- (6) 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.