

1 800 FLOWERS COM INC

Form 4

November 05, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
J P MORGAN PARTNERS SBIC
LLC

(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)
11/03/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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)
				(A) or (D)	Price		
Class A Common Stock	11/03/2004		S	5,000	D	\$ 7.95	3,367,211 D
Class A Common Stock	11/03/2004		S	5,000	D	\$ 8	3,362,211 D

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

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information contained in this form are not
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SEC 1474
(9-02)

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)

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. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	Amount or Number of Shares
Stock Option (Right to Purchase) (2)	\$ 3.65					(1)	12/06/2010	Class A Common Stock 25,000
Stock Option (Right to Purchase) (2)	\$ 14.34					(1)	12/04/2011	Class A Common Stock 5,000
Stock Option (Right to Purchase)	\$ 10.46					(1)	12/04/2012	Class A Common Stock 5,000
Stock Option (Right to Purchase)	\$ 11.81					(1)	12/02/2013	Class A Common Stock 5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
J P MORGAN PARTNERS SBIC LLC C/O J.P. MORGAN PARTNERS, LLC 1221 AVENUE OF THE AMERICAS 40TH FLOOR NEW YORK, NY 10020		X		
		X		

JP MORGAN PARTNERS BHCA LP
J.P. MORGAN PARTNERS
1221 AVENUE OF THE AMERICAS 40TH FLOOR
NEW YORK, NY 10020

JPMP MASTER FUND MANAGER L P
JP MORGAN PARTNERS LLC
1221 AVENUE OF THE AMERICAS 40TH FLOOR
NEW YORK, NY 10020

X

JPMP CAPITAL CORP
C/O J.P. MORGAN PARTNERS, LLC
1221 AVENUE OF THE AMERICAS 40TH FLOOR
NEW YORK, NY 10020

X

J P MORGAN CHASE & CO
270 PARK AVE
39TH FL
NEW YORK, NY 10017

X

Signatures

J.P. Morgan Partners (SBIC), LLC By: /s/ Jeffrey C. Walker
President

11/05/2004

__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) These stock options are immediately exercisable.

The stock options were granted to Jeffrey Walker, a director of the Issuer, President of J.P. Morgan Partners (SBIC), LLC ("JPM SBIC").

(2) Mr. Walker is obligated to exercise the options, and to transfer any shares issued under the stock options to JPM SBIC, at the request of JPM SBIC.

(3) These stock options were issued to J.P. Morgan Partners, LLC, the investment advisor to JPM SBIC.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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