FLOWERS FOODS INC

Form 4

February 17, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287

Number: January 31,

Estimated average

0.5

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Check this box if no longer subject to Section 16. Form 4 or

Section 16.

Form 4 or

Form 5

obligations

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(b) of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(b) of the Public Utility Holding Company Act of 1935 or Section 17(b) of the Public Utility Holding Company Act of 1935 or Section 17(b) of the Public Utility Holding Company Act of 1935 or Section 17(b) of the Public Utility Holding Company Act of 1935 or Section 18(b) of the Securities Exchange Act of 1935 or Section 18(b) of the

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.

See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Exchange 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 * MCMULLIAN AMOS R | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | |
|--|-------------|-----------|--|--|--|--|
| (Last) | (First) | (Middle) | FLOWERS FOODS INC [FLO] 3. Date of Earliest Transaction | (Check all applicable) | | |
| (Lust) | (1 1131) | (Wildele) | (Month/Day/Year) | X Director 10% Owner | | |
| 1919 FLOWERS CIRCLE | | | 02/15/2006 | X Officer (give title Other (specify below) Chairman Emeritus | | |
| | | | | Chairman Emeritus | | |
| | (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 | | |
| THOMASVI | ILLE, GA 31 | 757 | | Form filed by More than One Reporting Person | | |

| (City) | (State) | (Zip) Tab | le I - Non-l | Derivative Securities Acqui | red, Disposed of, | or Beneficiall | y 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) our Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |

| (Ilisti. 3) | | (Month/Day/Year) | (Instr. 8) | (IIIstr. 3, 4 and 3) | | | Owned Following | Direct (D) or Indirect | Owners (Instr. 4 |
|-----------------|------------|------------------|------------|----------------------|------------------|-------------|--|------------------------|---------------------|
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | (I) (Instr. 4) | (1115111) |
| Common Stock | 02/15/2006 | | M | 100,000 | A | \$ 6.31 | 1,106,767 | D | |
| Common Stock | 02/16/2006 | | S | 47,306 (1) | D | \$ 28.19 | 1,059,461 | D | |

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

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SEC 1474

(9-02)

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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. Transacti Code (Instr. 8) | orDeri Secu Acqı Disp | umber of vative urities uired (A) or osed of (D) r. 3, 4, and | 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 | Amoun Numbe Shares |
| Option (Right to Buy) (2) | \$ 6.31 | 02/15/2006 | | M | | 100,000 | 01/03/2004 | 04/06/2011 | Common Stock | 100,0 |
| Option (Right to Buy) (2) | \$ 14.01 | | | | | | 01/03/2004 | 07/13/2013 | Common Stock | 366,0 |
| Restricted Stock Award (2) | \$ 0 | | | | | | 06/06/2006 | (3) | Common Stock | 2,93 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|-------------------|-------|--|--|--|--|
| reporting of their runner, requires | Director | 10% Owner | Officer | Other | | | | |
| MCMULLIAN AMOS R 1919 FLOWERS CIRCLE THOMASVILLE, GA 31757 | X | | Chairman Emeritus | | | | | |

Signatures

Stephen R. Avera,
Agent

**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) Shares sold in connection with the exercise of a nonqualified stock option on 02/15/2006.
- (2) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (3) No expiration date.

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.

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