

FLOWERS FOODS INC

Form 4

September 29, 2015

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
TAYLOR TONJA W

(Last) (First) (Middle)

8550 BOSTON MONTICELLO
ROAD

(Street)

BOSTON, GA 31626

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/25/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP - Human Resources

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	09/25/2015		M	4,612	A \$ 10.59	13,960	D
Common Stock	09/25/2015		S	2,746	D \$ (1) 25.3756	11,214	D
Common Stock						7,184.53	I By 401(k) (2)

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**

SEC 1474
(9-02)

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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option (Right to Buy) ⁽³⁾	\$ 10.59	09/25/2015		M	4,612	02/09/2012	02/09/2016	Common Stock	4,612
Option (Right to Buy) ⁽³⁾	\$ 11.11					02/09/2013	02/09/2017	Common Stock	5,512
Option (Right to Buy) ⁽³⁾	\$ 10.87					02/11/2014	02/11/2018	Common Stock	6,975

Edgar Filing: FLOWERS FOODS INC - Form 4

Total includes exempt acquisitions of shares allocated to reporting person under Issuer's 401(k) Plan, based on a plan statement dated as of 12/31/2014.

(3) 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. (a)(4)(A) Press release issued by Goldcorp Inc.*

(a)(4)(B) Transcript of Joint Conference Call of Goldcorp Inc. and Wheaton River Minerals Ltd. held on December 6, 2004*

(a)(4)(C) Press release, dated January 14, 2005 containing summary financial information of Goldcorp*

(a)(4)(D) Press release issued by Goldcorp Inc.*

(a)(4)(E) Press release issued by Goldcorp Inc.*

(a)(4)(F) Press release issued by Goldcorp Inc.*

(a)(4)(G) Directors Circular and Supplemental Management Information Circular, dated January 20, 2005*

Edgar Filing: FLOWERS FOODS INC - Form 4

Exhibit	Description
(a)(4)(H)	Powerpoint Slide Presentation of Goldcorp Inc. entitled Goldcorp + Wheaton the Superior Alternative , dated January 25, 2005*
(a)(4)(I)	Notice of Extension, dated January 24, 2005*
(a)(4)(J)	Advertisements concerning the Offer placed by Goldcorp Inc. on certain internet websites*
(a)(4)(K)	Addition to Powerpoint Slide Presentation of Goldcorp Inc. entitled Goldcorp + Wheaton the Superior Alternative , dated January 25, 2005*
(a)(4)(L)	Press release of Goldcorp Inc.*
(a)(4)(M)	Addition to Powerpoint Slide Presentation of Goldcorp Inc. entitled Goldcorp + Wheaton the Superior Alternative , dated January 25, 2005*
(a)(4)(N)	Transcript of recorded on hold message played to callers to main telephone number of Goldcorp Inc.*
(a)(4)(O)	Addition to Powerpoint Slide Presentation of Goldcorp Inc. entitled Goldcorp + Wheaton the Superior Alternative , dated January 25, 2005*
(a)(4)(P)	Transcript of conference call held on January 27, 2005 to discuss the Offer and Glamis Gold Ltd.'s offer to purchase all of the Company's outstanding common shares*
(a)(4)(Q)	Addition to Powerpoint Slide Presentation of Goldcorp Inc. entitled Goldcorp + Wheaton the Superior Alternative , dated January 25, 2005*
(a)(4)(R)	Transcript of interview originally aired on CNBC program, Squawk Box, on February 1, 2005*
(a)(4)(S)	Form of Newspaper Advertisement published in the February 3, 2005 editions of the Wall Street Journal, Globe and Mail, Montreal Gazette and Investor's Business Daily*
(a)(4)(T)	Press release issued by Goldcorp Inc.*
(a)(4)(U)	Press release issued by Goldcorp Inc.*
(a)(4)(V)	Additions to Powerpoint Slide Presentation of Goldcorp Inc. entitled Goldcorp + Wheaton the Superior Alternative , dated January 25, 2005*
(a)(4)(W)	Press release issued by Goldcorp Inc.*
(a)(4)(X)	Press release issued by Goldcorp Inc. (incorporated by reference to Goldcorp's filing pursuant to Rule 425, filed on February 10, 2005)
(d)(1)	Acquisition Agreement, dated December 23, 2004, between Goldcorp Inc. and Wheaton River Minerals Ltd.*

Edgar Filing: FLOWERS FOODS INC - Form 4

- (d)(2) Standstill and Confidentiality Agreement, dated December 3, 2004, between Goldcorp Inc. and Wheaton River Minerals Ltd.*
 - (d)(3) Letter of Intent, dated December 5, 2004, between Goldcorp Inc. and Wheaton River Minerals Ltd.*
-

Exhibit	Description
(d)(4)	Acknowledgement and Agreement regarding Acquisition Agreement, dated January 20, 2005, between Goldcorp Inc. and Wheaton River Minerals Ltd.*
(d)(5)	Consent and Agreement regarding the Acquisition Agreement, dated February 7, 2005, between Goldcorp Inc. and Wheaton River Minerals Ltd. (filed herewith)
(i)(1)	Notice of Special Meeting of Shareholders and Management Information Circular of Goldcorp, dated January 4, 2005*
(i)(2)	Annual Information Form of Wheaton for the year ended December 31, 2003, dated May 12, 2004*
(i)(3)	Audited comparative consolidated financial statements of Wheaton as at, and for the year ended, December 31, 2003, together with the auditors' report thereon*
(i)(4)	Management's Discussion and Analysis of Results of Operations and Financial Condition of Wheaton for the year ended December 31, 2003*
(i)(5)	Unaudited comparative consolidated interim financial statements of Wheaton as at, and for the nine-months ended, September 30, 2004*
(i)(6)	Management's Discussion and Analysis of Results of Operations and Financial Condition of Wheaton for the nine-months ended September 30, 2004*
(i)(7)	The following sections of the Joint Management Information Circular of Wheaton and IAMGOLD Corporation (IAMGOLD) dated April 30, 2004 distributed in connection with the annual and special meeting of shareholders of Wheaton held on June 8, 2004: General Proxy Information, Information Concerning the Meetings (information respecting Wheaton only), Annual Business to be Considered by Wheaton Shareholders, Wheaton Directors' Approval and Exhibit C Information Concerning Wheaton River Minerals Ltd. (excluding the sections entitled Statement of Executive Compensation Report on Executive Compensation, Statement of Executive Compensation Performance Graph and Statement of Corporate Governance Policies)*
(i)(8)	Material change report of Wheaton dated January 14, 2004 concerning the completion by Wheaton of the acquisition of the Amapari Gold Project in Brazil*
(i)(9)	Material change report of Wheaton dated April 7, 2004 concerning the proposed agreement between Wheaton and IAMGOLD to combine the two companies*
(i)(10)	Material change report of Wheaton dated May 6, 2004 concerning the completion of due diligence, receipt of final fairness opinions and signing of a definitive agreement by Wheaton and IAMGOLD, all in connection with the proposed combination of the two companies*
(i)(11)	Material change report of Wheaton dated June 3, 2004 concerning: (A) the receipt by Wheaton of an unsolicited proposal from Coeur d'Alene Mines Corporation (Coeur) to acquire all of Wheaton's outstanding common shares; and (B) the decision of Wheaton not to pursue Coeur's proposal*

Exhibit	Description
(i)(12)	Material change report of Wheaton dated June 7, 2004 concerning: (A) the receipt by Wheaton of a further unsolicited proposal from Coeur to acquire all of Wheaton's outstanding common shares; (B) the decision of Wheaton not to pursue the revised proposal delivered by Coeur; and (C) the recommendation of Wheaton that Wheaton's shareholders vote in favour of the proposed IAMGOLD combination*
(i)(13)	Material change report of Wheaton dated June 18, 2004 concerning: (A) the approval by Wheaton's shareholders of the proposed IAMGOLD combination; (B) the decision of Wheaton to hold a further vote of its shareholders to approve the combination with IAMGOLD on July 6, 2004; (C) the receipt by Wheaton of a written request from Coeur for a list of Wheaton's shareholders; and (D) the appointment by Wheaton's board of directors of a special committee authorized to review and consider the proposed IAMGOLD combination, the unsolicited proposal made to Wheaton by Coeur, and any further proposals made to Wheaton or its shareholders by third parties*
(i)(14)	Material change report of Wheaton dated July 1, 2004 concerning: (A) the rejection by Wheaton of the latest unsolicited proposals from Coeur; and (B) the reconfirmation by Wheaton of its recommendation that Wheaton's shareholders vote in favour of the proposed IAMGOLD combination on July 6, 2004*
(i)(15)	Material change report of Wheaton dated July 13, 2004 concerning: (A) the inability of IAMGOLD to obtain the required shareholder approval for the proposed combination with Wheaton; (B) the termination of the arrangement agreement between Wheaton and IAMGOLD; and (C) the adjournment by Wheaton of its shareholders' meeting scheduled for July 6, 2004*
(i)(16)	Material change report of Wheaton dated July 23, 2004 concerning the absence of a legal offer from Coeur to Wheaton's Canadian shareholders*
(i)(17)	Material change report of Wheaton dated July 23, 2004 concerning: (A) the agreement of Chaparral Mercantile Inc. (Chaparral) to purchase 100% of the silver produced by Wheaton's Luismin mining operations in Mexico (the Silver Transaction); (B) the change of name by Chaparral to Silver Wheaton Corp.; (C) the option of Wheaton and Luismin S.A. de C.V. not to proceed with the Silver Transaction; and (D) the intention of Wheaton to complete an equity financing in connection with the Silver Transaction*

Exhibit	Description
(i)(18)	Material change report of Wheaton dated July 29, 2004 concerning: (A) the inability of Wheaton to make a recommendation to its shareholders to accept or reject Coeur's offer; (B) the recommendation of Wheaton that Wheaton's shareholders not tender their shares to Coeur's U.S. offer or take any other action until they receive a further recommendation from Wheaton; (C) the filing by Wheaton of a Schedule 14D-9 with the SEC in connection with Wheaton's response to Coeur's U.S. offer; (D) the request from Wheaton to Coeur for confirmation with respect to Coeur's intention not to take up and pay for Wheaton's shares under Coeur's U.S. offer until the same opportunity is provided to Wheaton's Canadian shareholders; and (E) the intention of Wheaton to review and respond to Coeur's offer once the offer is made to all of Wheaton's Canadian shareholders*
(i)(19)	Material change report of Wheaton dated September 13, 2004 concerning: (A) the recommendation of Wheaton that Wheaton's shareholders reject Coeur's offer to purchase all of Wheaton's outstanding common shares; and (B) the rescheduling by Wheaton of the closing date of the Silver Transaction*
(i)(20)	Material change report of Wheaton dated October 25, 2004 concerning the closing of the Silver Transaction*
(i)(21)	Material change report of Wheaton dated December 14, 2004 concerning the agreement of Wheaton in principle to combine with Goldcorp Inc.*
(i)(22)	Material change report of Wheaton dated December 31, 2004 concerning Wheaton's entering into the Acquisition Agreement with Goldcorp*
(i)(23)	Unaudited comparative consolidated financial statements of Wheaton as at, and for the nine-months ended September 30, 2004, including a reconciliation to U.S. GAAP contained in Note 16 thereto*

* Previously filed.