

FLOWERS FOODS INC

Form 4

February 26, 2016

**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 \*  
SHIVER ALLEN L

(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)  
02/24/2016

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)

President and CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 02/24/2016                              |                                                             | A                                       | Amount<br>72,570<br>(1)                                                 | A \$ 0 677,097                                                                                                     | D                                                                    |                                         |
| Common<br>Stock                       | 02/24/2016                              |                                                             | F                                       | 26,911                                                                  | D \$ 17.1 650,186                                                                                                  | D                                                                    |                                         |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 349.75                                                                                                             | I                                                                    | By 401(k)<br>(2)                        |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 7,282                                                                                                              | I                                                                    | By Child<br>(3)                         |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 4,437                                                                                                              | I                                                                    | By Spouse<br>(3)                        |

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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)

**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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Option (Right to Buy) <sup>(4)</sup>       | \$ 11.11                                               |                                      |                                                    |                                |                                                                                         | 02/09/2013 02/09/2017                                    | Common Stock                                                  | 152,100                       |
| Option (Right to Buy) <sup>(4)</sup>       | \$ 10.87                                               |                                      |                                                    |                                |                                                                                         | 02/10/2014 02/10/2018                                    | Common Stock                                                  | 226,125                       |
| Restricted Stock Award <sup>(4)</sup>      | \$ 0                                                   |                                      |                                                    |                                |                                                                                         | 06/02/2017 <sup>(5)</sup>                                | Common Stock                                                  | 58,500                        |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                   |       |
|----------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                | Director      | 10% Owner | Officer           | Other |
| SHIVER ALLEN L<br>1919 FLOWERS CIRCLE<br>THOMASVILLE, GA 31757 | X             |           | President and CEO |       |

## Signatures

/s/ Stephen R. Avera,  
Agent 02/26/2016

           \*\*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) Vesting of contingent performance share units granted under the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (2) Total includes exempt acquisitions of shares allocated to reporting person under Issuer's 401(k) Plan, based on a plan statement dated as of 12/31/2015.
- (3) Beneficial ownership is disclaimed.
- (4) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (5) 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.

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