

WOOD C MARTIN III

Form 5

January 31, 2019

FORM 5**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).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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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1. Name and Address of Reporting Person *

WOOD C MARTIN III

(Last)

(First)

(Middle)

125-C NORTH BROAD
STREET, SUITE 313

(Street)

THOMASVILLE, GA 31792

(City)

(State)

(Zip)

2. Issuer Name and Ticker or Trading
Symbol

FLOWERS FOODS INC [FLO]

3. Statement for Issuer's Fiscal Year Ended

(Month/Day/Year)

12/29/2018

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)

6. Individual or Joint/Group Reporting

(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)	(A) or (D) Price		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/07/2018	Â	G	1,300	D	\$ 0	1,222,494	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	483.12	I	By 401(k) (1)
Common Stock	Â	Â	Â	Â	Â	Â	6,527,872	I	By Spouse (2)
Common Stock	Â	Â	Â	Â	Â	Â	17,934	I	By Trust (3)

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- (3) By trust for reporting person's sister.
- (4) Granted under the Flowers Foods, Inc. 2014 Omnibus Equity and Incentive Compensation Plan.
- (5) In accordance with the terms of the Deferred Shares Agreement for Directors, the deferred shares awarded do not have a conversion or exercise price.
- (6) No expiration date.

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