#### Edgar Filing: WOOD C MARTIN III - Form 5

WOOD C MARTIN III Form 5 January 31, 2019 FORM 5

1(b).

(Last)

(City)

#### **OMB APPROVAL** OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations **OWNERSHIP OF SECURITIES** response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer WOOD C MARTIN III Symbol FLOWERS FOODS INC [FLO] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) \_X\_ Director 10% Owner 12/29/2018 Officer (give title \_ Other (specify below) below) 125-C NORTH BROAD STREET, SUITE 313

(Street)

(Zin

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

## THOMASVILLE, GAÂ 31792

(State)

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person

6. Individual or Joint/Group Reporting

(check applicable line)

(City)	(State) (	(Zip) 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. Securi Acquired Disposed (Instr. 3, Amount	d (A) of d of (E 4 and (A) or	))	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	Ι	By 401(k)
Common Stock	Â	Â	Â	Â	Â	Â	6,527,872	I	By Spouse
Common Stock	Â	Â	Â	Â	Â	Â	17,934	I	By Trust $(3)$

### Edgar Filing: WOOD C MARTIN III - Form 5

Common Stock	Â	Â	Â	Â	ÂÂ	0	Ι	By Tr	ust	
	eport on a sep neficially own	ly. containe	d in this form	n are not i	ollection of in required to realid OMB con	spond unle	ess	C 2270 (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)		Number Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred	\$ <b>(</b> (5)	Â	Â	Â	ÂÂ	05/23/2019	$\hat{\Delta}$ (6)	Common	6 500	

Â

Â 05/23/2019 Â (6)

Reporting	Owners

\$ 0 <u>(5)</u>

Stock (4)

Â

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			
WOOD C MARTIN III 125-C NORTH BROAD STREET SUITE 313 THOMASVILLE, GA 31792	ÂX	Â	Â	Â			
Signatures							
/s/ Stephen R. Avera, 01/ Agent 01/	/31/2019						

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\*\*Signature of Reporting Date Person

# **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).
- Total includes exempt acquisitions of shares allocated to reporting person under Issuer's 401(k) Plan and a minimum required distribution (1) due to age of reporting person, based on a plan statement dated as of 12/31/2018.
- (2) Beneficial ownership is disclaimed.

8. Pr Deriv Secu (Inst

6,500

Stock

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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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.