

WARD JACKIE M  
Form 4  
January 05, 2011

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WARD JACKIE M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
01/03/2011

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

1200 LAKE HEARN DRIVE, SUITE 550

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

ATLANTA, GA 30319

(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. 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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock					77,485	D	
Common Stock					10,659	I	Flowers Stock Tracking A/C <sup>(4)</sup>
Common Stock					609	I	By Spouse <sup>(5)</sup>

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. 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. Pr Deriv Secur (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock <sup>(1)</sup>	\$ 0 <sup>(2)</sup>	01/03/2011		A	4,010	01/03/2013	<sup>(3)</sup>	Common Stock	4,010
Deferred Stock <sup>(1)</sup>	\$ 0 <sup>(2)</sup>					06/05/2008	<sup>(3)</sup>	Common Stock	3,435
Deferred Stock <sup>(1)</sup>	\$ 0 <sup>(2)</sup>					02/05/2009	<sup>(3)</sup>	Common Stock	5,130
Deferred Stock <sup>(1)</sup>	\$ 0 <sup>(2)</sup>					06/03/2009	<sup>(3)</sup>	Common Stock	3,580
Deferred Stock <sup>(1)</sup>	\$ 0 <sup>(2)</sup>					01/02/2010	<sup>(3)</sup>	Common Stock	5,540
Deferred Stock <sup>(1)</sup>	\$ 0 <sup>(2)</sup>					06/09/2010	<sup>(3)</sup>	Common Stock	4,730
Deferred Stock <sup>(1)</sup>	\$ 0 <sup>(2)</sup>					01/02/2011	<sup>(3)</sup>	Common Stock	4,210
Deferred Stock <sup>(1)</sup>	\$ 0 <sup>(2)</sup>					06/05/2011	<sup>(3)</sup>	Common Stock	200
Deferred Stock <sup>(1)</sup>	\$ 0 <sup>(2)</sup>					06/08/2011	<sup>(3)</sup>	Common Stock	4,020
Deferred Stock <sup>(1)</sup>	\$ 0 <sup>(2)</sup>					01/04/2012	<sup>(3)</sup>	Common Stock	4,490

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			X	

WARD JACKIE M  
1200 LAKE HEARN DRIVE  
SUITE 550  
ATLANTA, GA 30319

## Signatures

/s/ Stephen R. Avera,  
Agent

01/05/2011

\_\_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) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.

(2) In accordance with the terms of the Deferred Shares Agreement for Directors, the deferred shares awarded do not have a conversion or exercise price.

(3) No expiration date.

(4) Under the terms of the Flowers Foods Executive Deferred Compensation Plan, reporting person elected to have a portion of plan contributions valued as shares of the issuer's common stock, as of the closing stock price on 01/02/2009. Each unit of the Flowers Stock Tracking Account is the equivalent of one share of issuer's common stock.

(5) Beneficial ownership is disclaimed.

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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