

AVERA STEPHEN R
Form 4
March 02, 2012

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 *
AVERA STEPHEN R

(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)
02/29/2012

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)
EVP, Secretary & Gen Counsel

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 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/29/2012		M		8,413	A	\$ 0
Common Stock	02/29/2012		F		2,742	D	\$ 19.14
Common Stock					931	I	By 401(k) (3)
Common Stock					450	I	By Spouse (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Award ⁽¹⁾	\$ 0 ⁽²⁾	02/29/2012		D	1,712	02/09/2012	⁽⁵⁾	Common Stock	1,712
Restricted Stock Award ⁽¹⁾	\$ 0 ⁽²⁾	02/29/2012		M	8,413	02/09/2012	⁽⁵⁾	Common Stock	8,413
Option (Right to Buy) ⁽¹⁾	\$ 12.45					01/03/2009	01/03/2013	Common Stock	39,262
Option (Right to Buy) ⁽¹⁾	\$ 13.05					02/05/2010	02/05/2014	Common Stock	49,162
Option (Right to Buy) ⁽¹⁾	\$ 16.5					02/04/2011	02/04/2015	Common Stock	52,575
Option (Right to Buy) ⁽¹⁾	\$ 15.89					02/09/2012	02/09/2016	Common Stock	58,725
Option (Right to Buy) ⁽¹⁾	\$ 16.67					02/09/2013	02/09/2017	Common Stock	64,575
Option (Right to Buy) ⁽¹⁾	\$ 16.31					02/10/2014	02/10/2018	Common Stock	76,800
Restricted Stock Award ⁽¹⁾	\$ 0 ⁽⁶⁾					⁽⁷⁾	⁽⁵⁾	Common Stock	11,625

