

BEATY MICHAEL A
Form 4
June 20, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BEATY MICHAEL A

(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)
06/18/2012

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 / Supply Chain

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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	06/18/2012		M		82,630 A \$ 6.23	256,948	D
Common Stock	06/18/2012		M		28,912 A \$ 12.45	285,860	D
Common Stock	06/18/2012		S		111,542 D \$ 23.0511	174,318	D
Common Stock						928	I By 401(k) ⁽¹⁾
Common Stock						1,621	I By Spouse ⁽²⁾

Edgar Filing: BEATY MICHAEL A - Form 4

Common Stock	1,800	I	By Spouse as Custodian for grandchildren <u>(2)</u>
-----------------	-------	---	--

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option (Right to Buy) <u>(3)</u>	\$ 6.23	06/18/2012		M	82,630	07/16/2007	07/16/2013	Common Stock	82,630
Option (Right to Buy) <u>(3)</u>	\$ 12.45	06/18/2012		M	28,912	01/03/2009	01/03/2013	Common Stock	28,912
Option (Right to Buy) <u>(3)</u>	\$ 13.05					02/05/2010	02/05/2014	Common Stock	40,612
Option (Right to Buy) <u>(3)</u>	\$ 16.5					02/04/2011	02/04/2015	Common Stock	37,125
Option (Right to Buy) <u>(3)</u>	\$ 15.89					02/09/2012	02/09/2016	Common Stock	38,700
Option (Right to Buy) <u>(3)</u>	\$ 16.67					02/09/2013	02/09/2017	Common Stock	42,150
Option (Right to Buy) <u>(3)</u>	\$ 16.31					02/10/2014	02/10/2018	Common Stock	51,225
	\$ 0 <u>(4)</u>					<u>(5)</u>	<u>(6)</u>		7,725

