

FLOWERS FOODS INC
Form 4
November 27, 2013

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 *
Hubbard David

(Last) (First) (Middle)
3336 LAKE RUN DRIVE
(Street)

TALLAHASSEE, FL 32309

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/25/2013

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)
SVP/Information Technology CIO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/25/2013		M		4,725 A \$ 8.7	6,003	D
Common Stock	11/25/2013		M		4,837 A \$ 11	10,840	D
Common Stock	11/25/2013		M		5,062 A \$ 10.59	15,902	D
Common Stock	11/25/2013		M		6,187 A \$ 11.11	22,089	D
Common Stock	11/26/2013		S		16,811 D \$ 22	5,278	D

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Common Stock 1,213 I By 401(k)
(1)

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

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(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 (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. Amount or Number of Shares
Option (Right to Buy) ⁽²⁾	\$ 8.7	11/25/2013		M	4,725	02/05/2010 02/05/2014	Common Stock	4,725
Option (Right to Buy) ⁽²⁾	\$ 11	11/25/2013		M	4,837	02/04/2011 02/04/2015	Common Stock	4,837
Option (Right to Buy) ⁽²⁾	\$ 10.59	11/25/2013		M	5,062	02/09/2012 02/09/2016	Common Stock	5,062
Option (Right to Buy) ⁽²⁾	\$ 11.11	11/25/2013		M	6,187	02/09/2013 02/09/2017	Common Stock	6,187
Option (Right to Buy) ⁽²⁾	\$ 10.87					02/11/2014 02/11/2018	Common Stock	6,637

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hubbard David 3336 LAKE RUN DRIVE			SVP/Information Technology CIO	

TALLAHASSEE, FL 32309

Signatures

/s/ Stephen R. Avera,
Agent

11/27/2013

__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) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of 12/31/2012.
- (2) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.

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