

FLOWERS FOODS INC  
Form 4  
January 05, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**BURKE FRANKLIN L**

(Last) (First) (Middle)

8058 CHARLESTON HIGHWAY

(Street)

WALTERBORO, SC 29488

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/02/2015**

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)

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 (D) Price			
Common Stock					127,795	D	
Common Stock					63,257	I	By Spouse
Common Stock <sup>(1)</sup>					6,787	I	Flowers Stock Tracking A/C <sup>(2)</sup>

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**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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 Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock <u>(3)</u>	\$ 0 <u>(4)</u>	01/02/2015		A	4,963	01/02/2016	<u>(5)</u>	Common Stock	4,963
Deferred Stock <u>(1)</u>	\$ 0 <u>(4)</u>					06/05/2008	<u>(5)</u>	Common Stock	7,728
Deferred Stock <u>(1)</u>	\$ 0 <u>(4)</u>					02/05/2009	<u>(5)</u>	Common Stock	11,542
Deferred Stock <u>(1)</u>	\$ 0 <u>(4)</u>					06/03/2009	<u>(5)</u>	Common Stock	8,055
Deferred Stock <u>(1)</u>	\$ 0 <u>(4)</u>					01/02/2010	<u>(5)</u>	Common Stock	12,465
Deferred Stock <u>(1)</u>	\$ 0 <u>(4)</u>					06/09/2010	<u>(5)</u>	Common Stock	10,642
Deferred Stock <u>(1)</u>	\$ 0 <u>(4)</u>					06/08/2011	<u>(5)</u>	Common Stock	9,045
Deferred Stock <u>(1)</u>	\$ 0 <u>(4)</u>					05/27/2012	<u>(5)</u>	Common Stock	7,560
Deferred Stock <u>(1)</u>	\$ 0 <u>(4)</u>					06/05/2013	<u>(5)</u>	Common Stock	7,170
Deferred Stock <u>(1)</u>	\$ 0 <u>(4)</u>					05/22/2015	<u>(5)</u>	Common Stock	945
Deferred Stock <u>(1)</u>	\$ 0 <u>(4)</u>					05/28/2014	<u>(5)</u>	Common Stock	5,415
Deferred Stock <u>(1)</u>	<u>(4)</u>					01/02/2015	<u>(5)</u>	Common Stock	7,230
Deferred Stock <u>(3)</u>	\$ 0 <u>(4)</u>					05/23/2015	<u>(5)</u>	Common Stock	6,030
	\$ 0 <u>(4)</u>					01/02/2016	<u>(5)</u>		6,340

