

FLOWERS FOODS INC

Form 4

June 02, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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 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 *
 STITH MELVIN T

(Last) (First) (Middle)

WHITMAN SCHOOL OF
 MANAGEMENT, 721
 UNIVERSITY AVENUE, SUITE
 415

(Street)

SYRACUSE, NY 13244-2450

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/31/2016

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 Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	41,619	D ⁽¹⁾	

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

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SEC 1474
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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>(2)</u>	<u>(3)</u>	05/31/2016		A		6,934		05/25/2017	<u>(4)</u>	Common Stock	6,934
Deferred Stock <u>(5)</u>	\$ 0 <u>(3)</u>							06/03/2009	<u>(4)</u>	Common Stock	8,055
Deferred Stock <u>(5)</u>	\$ 0 <u>(3)</u>							06/09/2010	<u>(4)</u>	Common Stock	10,642
Deferred Stock <u>(5)</u>	\$ 0 <u>(3)</u>							05/27/2012	<u>(4)</u>	Common Stock	7,560
Deferred Stock <u>(5)</u>	\$ 0 <u>(3)</u>							06/05/2013	<u>(4)</u>	Common Stock	7,170
Deferred Stock <u>(5)</u>	\$ 0 <u>(3)</u>							05/28/2014	<u>(4)</u>	Common Stock	5,415
Deferred Stock <u>(2)</u>	<u>(3)</u>							05/23/2015	<u>(4)</u>	Common Stock	6,030
Deferred Stock <u>(2)</u>	\$ 0 <u>(3)</u>							06/09/2016	<u>(4)</u>	Common Stock	6,026

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STITH MELVIN T WHITMAN SCHOOL OF MANAGEMENT 721 UNIVERSITY AVENUE, SUITE 415 SYRACUSE, NY 13244-2450	X			

Signatures

/s/ Stephen R. Avera,
Agent

06/02/2016

**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) Share total includes shares acquired through reinvestment of dividends.
- (2) Granted under the Flowers Foods, Inc. 2014 Omnibus Equity and Incentive Compensation Plan.
- (3) In accordance with the terms of the Deferred Shares Agreement for Directors, the deferred shares awarded do not have a conversion or exercise price.
- (4) No expiration date.
- (5) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.

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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