FLOWERS FOODS INC

Form 4

February 27, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** KINSEY R STEVE	2. Issuer Name and Ticker or Trading Symbol FLOWERS FOODS INC [FLO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)			
8777 SPRINGHILL ROAD	(Month/Day/Year) 02/23/2017	Director 10% Owner _X Officer (give title Other (specify below) EVP & Chief Financial Officer			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
THOMASVILLE, GA 31792		Form filed by More than One Reporting Person			

(City)	(State) 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. 4. Securit Transaction(A) or Dis Code (Instr. 3, 4 (Instr. 8)		(A) or		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	02/23/2017		Code V A	Amount 15,233 (1)	(D)	Price \$ 0	264,036	D	
Common Stock	02/23/2017		F	5,121	D	\$ 19.2	258,915	D	
Common Stock							2,012.45	I	By 401(k)

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. Transac Code (Instr. 8	etion	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year) vative rities uired or osed 0) r. 3,		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
Option (Right to Buy) (3)	\$ 10.87						02/10/2014	02/10/2018	Common Stock	149,400

Reporting Owners

Director 10% Owner Officer Other

KINSEY R STEVE 8777 SPRINGHILL ROAD THOMASVILLE, GA 31792

EVP & Chief Financial Officer

Signatures

/s/ Stephen R. Avera, Agent 02/27/2017

**Signature of Reporting Date
Person

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) Vesting of contingent performance share units granted under the Flowers Foods, Inc. 2014 Omnibus Equity and Incentive Compensation Plan.
- (2) Total includes exempt acquisitions of shares allocated to reporting person under Issuer's 401(k) Plan, based on a plan statement dated as of 12/31/2016.
- (3) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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