

FLOWERS FOODS INC  
Form 4  
June 07, 2007

**FORM 4**

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

OMB APPROVAL

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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 \*  
**WOOD C MARTIN III**

(Last) (First) (Middle)

**125-C NORTH BROAD STREET, SUITE 313**

(Street)

**THOMASVILLE, GA 31792**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**06/05/2007**

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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	06/06/2007		M		33,750 A \$ 6.31		
Common Stock	06/06/2007		M		2,564 A \$ 0		
Common Stock						1,934,185 <sup>(1)</sup>	I By Spouse
Common Stock						34,627	I <u>(2)</u> By Trust
Common Stock						129,578 <sup>(3)</sup>	I By 401(k)

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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 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 Security (Instr. 3 and 4)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable	Expiration Date		
2007 Deferred Stock Grant <sup>(4)</sup>	\$ 0	06/05/2007		A		2,290		06/05/2008	<sup>(5)</sup>	Common Stock	2,290
Option (Right to Buy) <sup>(4)</sup>	\$ 6.31	06/06/2007		M		33,750		04/06/2002	04/06/2011	Common Stock	33,750
Restricted Stock Award <sup>(4)</sup>	\$ 0	06/06/2007		M		2,564		06/06/2007	<sup>(5)</sup>	Common Stock	2,564

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOOD C MARTIN III 125-C NORTH BROAD STREET SUITE 313 THOMASVILLE, GA 31792	X			

## Signatures

Stephen R. Avera,  
Agent

06/07/2007

           \*\*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) Beneficial ownership is disclaimed.

(2) By trust for reporting person's mother.

(3) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of the 2006 fiscal year end, 12/30/2006.

(4) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.

(5) No expiration date.

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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