

BROWN ROBERT V
 Form 4/A
 March 03, 2006

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
BROWN ROBERT V

2. Issuer Name and Ticker or Trading Symbol
TASTY BAKING CO [TSTY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O TASTY BAKING COMPANY, 2801 HUNTING PARK AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
10/29/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President, Route Sales

(Street)
PHILADELPHIA, PA 19129

4. If Amendment, Date Original Filed(Month/Day/Year)
11/02/2004

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (D) Price			
Common Stock	10/29/2004		A	5,000 (1) \$ 0	7,500	D	
Common Stock					1,498	I	By Thrift Plan

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 displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: BROWN ROBERT V - Form 4/A

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V (A) (D)		Date Exercisable Expiration Date	Title or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN ROBERT V C/O TASTY BAKING COMPANY 2801 HUNTING PARK AVENUE PHILADELPHIA, PA 19129			Vice President, Route Sales	

Signatures

/s/ Robert V. Brown 03/03/2006

**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).

This statement is being filed merely to reflect an amendment to the vesting schedule of this restricted stock award that was previously granted on October 29, 2004 pursuant to the issuer's 2003 Long Term Incentive Plan. The initial grant (and the prior vesting schedule) was previously reported on November 2, 2004. The amended and restated award agreement was approved by the issuer's compensation committee on February 28, 2006, and the agreement now provides for full vesting on the fifth anniversary of the date of grant, subject to accelerated vesting upon the later of (i) the third anniversary of the date of grant or (ii) the issuer's common stock price equaling or exceeding \$14 per share for ten consecutive trading days. To become vested pursuant to the foregoing, however, the reporting person must remain an employee of the issuer through the date of vesting.

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.