

KINSEY R STEVE  
Form 4  
February 09, 2009

**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 \*  
KINSEY R STEVE

(Last) (First) (Middle)

301 HABERSHAM ROAD

(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)  
02/05/2009

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)  
EVP & Chief Financial Officer

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 (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 02/05/2009                           |  | M                              | 3,240 A \$ 0  | 21,406  | D  |                                   |
| Common Stock                    | 02/05/2009                           |  | F                              | 1,220 D \$ 23.71  | 20,186  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 731 <sup>(4)</sup>  | I  | By 401(k)                         |

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

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Award <sup>(2)</sup>      | \$ 0   | 02/05/2009                           |  | A                              | 540 <sup>(3)</sup>  | 02/05/2009 02/05/2009 <sup>(1)</sup>                     | Common Stock  | 540                        |
| Restricted Stock Award <sup>(2)</sup>      | \$ 0   | 02/05/2009                           |  | M                              | 3,240   | 02/05/2009 02/05/2009 <sup>(1)</sup>                     | Common Stock  | 3,240                      |
| Option (Right to Buy) <sup>(2)</sup>       | \$ 9.34  |                                      |  |                                |   | 07/16/2007 07/16/2013                                    | Common Stock  | 61,000                     |
| Option (Right to Buy) <sup>(2)</sup>       | \$ 18.68   |                                      |  |                                |   | 01/03/2009 01/03/2013                                    | Common Stock  | 9,000                      |
| Option (Right to Buy) <sup>(2)</sup>       | \$ 19.57   |                                      |  |                                |   | 02/05/2010 02/05/2014                                    | Common Stock  | 10,000                     |
| Option (Right to Buy) <sup>(2)</sup>       | \$ 24.75   |                                      |  |                                |   | 02/04/2011 02/04/2015                                    | Common Stock  | 31,400                     |
| Restricted Stock Award <sup>(2)</sup>      | \$ 0   |                                      |  |                                |   | 02/04/2010 02/04/2010 <sup>(1)</sup>                     | Common Stock  | 7,700                      |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| KINSEY R STEVE<br>301 HABERSHAM ROAD<br>THOMASVILLE, GA 31792 |               |           | EVP & Chief Financial Officer |       |

## Signatures

/s/ Stephen R. Avera,  
Agent

02/09/2009

\_\_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) Grant expires on Exercisable Date if performance measures are not met.
- (2) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (3) The number of shares acquired represents the maximum number of additional shares, which may be awarded in accordance with the terms of the 2007 Restricted Stock Award Agreement.
- (4) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of 12/31/2008.

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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