

ALEXANDER BRAD K
Form 4
February 11, 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 *
ALEXANDER BRAD K

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 (Month/Day/Year)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

405 MEANDER TRACE

02/09/2009

President, Flowers Bakeries

(Street)

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

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

THOMASVILLE, GA 31792

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	29,330	D	
Common Stock				Code V Amount (D) Price	1,403 ⁽¹⁾	I	By 401(k)
Common Stock					273	I ⁽²⁾	Minor Children ⁽³⁾
Common Stock					137	I ⁽²⁾	Adult Child

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Award ⁽⁴⁾	\$ 0	02/09/2009		A		6,850		02/09/2011	⁽⁵⁾	Common Stock	6,850
Option (Right to Buy) ⁽⁴⁾	\$ 23.84	02/09/2009		A		33,350		02/09/2012	02/09/2016	Common Stock	33,350
Option (Right to Buy) ⁽⁴⁾	\$ 9.34							07/16/2007	07/16/2013	Common Stock	5,830
Option (Right to Buy) ⁽⁴⁾	\$ 18.68							01/03/2009	01/03/2013	Common Stock	13,500
Option (Right to Buy) ⁽⁴⁾	\$ 19.57							02/05/2010	02/05/2014	Common Stock	14,800
Restricted Stock Award ⁽⁴⁾	\$ 0							02/05/2009	02/05/2009 ⁽⁵⁾	Common Stock	0
Option (Right to Buy) ⁽⁴⁾	\$ 24.75							02/04/2011	02/04/2015	Common Stock	14,400
Restricted Stock Award ⁽⁴⁾	\$ 0							02/04/2010	02/04/2010 ⁽⁵⁾	Common Stock	3,550

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALEXANDER BRAD K 405 MEANDER TRACE THOMASVILLE, GA 31792			President, Flowers Bakeries	

Signatures

/s/ Stephen R. Avera,
Agent

02/11/2009

 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) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of 12/31/2008.
- (2) Beneficial ownership is disclaimed.
- (3) By reporting person as custodian for his minor children. Beneficial ownership is disclaimed.
- (4) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (5) Grant expires on Exercisable Date if performance measures are not met.

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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