

THRIFFILEY DONALD A JR  
Form 4  
February 09, 2010

**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 \*  
**THRIFFILEY DONALD A JR**

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)  
**200 OAK TRACE DRIVE**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/09/2010**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

SVP / Human Resources

(Street)  
**THOMASVILLE, GA 31792**

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

(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)
				(A) or (D) Code V Amount Price			
Common Stock	02/09/2010		M	2,760 A \$ 24.24	23,833	D	
Common Stock	02/09/2010		F	1,066 D \$ 24.24	22,767	D	
Common Stock					4,091	I <sup>(3)</sup>	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 Securities (Instr. 3 and 4)	
					V	(A)	(D)	Date Exercisable	Expiration Date		Title
Restricted Stock Award <sup>(2)</sup>	\$ 0	02/09/2010		A		460		02/04/2010	<u>(1)</u>	Common Stock	460
Restricted Stock Award <sup>(2)</sup>	\$ 0	02/09/2010		M		2,760		02/04/2010	<u>(1)</u>	Common Stock	2,760
Option (Right to Buy) <sup>(2)</sup>	\$ 18.68							01/03/2009	01/03/2013	Common Stock	9,075
Option (Right to Buy) <sup>(2)</sup>	\$ 19.57							02/05/2010	02/05/2014	Common Stock	9,825
Option (Right to Buy) <sup>(2)</sup>	\$ 24.75							02/04/2011	02/04/2015	Common Stock	9,400
Option (Right to Buy) <sup>(2)</sup>	\$ 23.84							02/09/2012	02/09/2016	Common Stock	12,550
Restricted Stock Award <sup>(2)</sup>	\$ 0							02/09/2011	<u>(1)</u>	Common Stock	2,600

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THRIFFILEY DONALD A JR 200 OAK TRACE DRIVE THOMASVILLE, GA 31792			SVP / Human Resources	

## Signatures

/s/ Stephen R. Avera,  
Agent

02/09/2010

\_\_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) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of 12/31/2009.

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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