

ALEXANDER BRAD K
Form 4
February 25, 2011

FORM 4

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

OMB APPROVAL

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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

02/23/2011

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/23/2011		M	5,480 A \$ 0	44,907	D	
Common Stock	02/23/2011		F	1,856 D \$ 26.47	43,051	D	
Common Stock					1,487 ⁽⁹⁾	I	By 401(k)
Common Stock					273	I ⁽³⁾	Minor Children ⁽⁴⁾

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Award ⁽²⁾	\$ 0	02/23/2011		D	1,370	02/09/2011	⁽¹⁾	Common Stock	0
Restricted Stock Award ⁽²⁾	\$ 0	02/23/2011		M	5,480	02/09/2011	⁽¹⁾	Common Stock	5,480
Option (Right to Buy) ⁽²⁾	\$ 18.68					01/03/2009	01/03/2013	Common Stock	13,575
Option (Right to Buy) ⁽²⁾	\$ 19.57					02/05/2010	02/05/2014	Common Stock	14,850
Option (Right to Buy) ⁽²⁾	\$ 24.75					02/04/2011	02/04/2015	Common Stock	14,400
Option (Right to Buy) ⁽²⁾	\$ 23.84					02/09/2012	02/09/2016	Common Stock	33,350
Option (Right to Buy) ⁽²⁾	\$ 25.01					02/09/2013	02/09/2017	Common Stock	39,200
Restricted Stock Award ⁽²⁾	\$ 0 ⁽⁵⁾					02/09/2012	⁽¹⁾	Common Stock	6,150
Option (Right to Buy) ⁽²⁾	\$ 24.47					02/10/2014	02/10/2018	Common Stock	49,050

