

FLOWERS FOODS INC

Form 4

August 23, 2016

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SPEAR JAMES T

(Last) (First) (Middle)

844 WILLIAMSBURG DRIVE

(Street)

NAPERVILLE, IL 60540

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
FLOWERS FOODS INC [FLO]

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2016

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/22/2016		P		10,000	A	\$ 15.2797
Common Stock							12,380
Common Stock							30,375
Common Stock							100

By Trust
for
Spouse

Shares
owned by
child

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**

SEC 1474
(9-02)

displays a currently valid OMB control 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)		8. Price of Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock <u>(1)</u>	\$ 0 <u>(2)</u>					01/02/2016	<u>(3)</u>	Common Stock	4,963	
Deferred Stock <u>(1)</u>	\$ 0 <u>(2)</u>					06/05/2016	<u>(3)</u>	Common Stock	229	
Deferred Stock <u>(1)</u>	\$ 0 <u>(2)</u>					06/09/2016	<u>(3)</u>	Common Stock	6,026	
Deferred Stock <u>(1)</u>	<u>(2)</u>					01/03/2017	<u>(3)</u>	Common Stock	4,660	
Deferred Stock <u>(1)</u>	<u>(2)</u>					05/25/2017	<u>(3)</u>	Common Stock	6,934	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPEAR JAMES T 844 WILLIAMSBURG DRIVE NAPERVILLE, IL 60540	X			

Signatures

/s/ Stephen R. Avera,
Agent 08/23/2016

 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) Granted under the Flowers Foods, Inc. 2014 Omnibus Equity and Incentive Compensation Plan.

(2) In accordance with the terms of the Deferred Shares Agreement for Directors, the deferred shares awarded do not have a conversion or exercise price.

(3) No expiration date.

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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