

STITH MELVIN T
Form 5
February 02, 2018

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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
Number: 3235-0362
Expires: January 31,
2005
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1. Name and Address of Reporting Person *
STITH MELVIN T

(Last) (First) (Middle)

WHITMAN SCHOOL OF
MANAGEMENT, 721
UNIVERSITY AVENUE, SUITE
415

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/30/2017

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

6. Individual or Joint/Group Reporting

(check applicable line)

SYRACUSE, NY 13244-2450

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock (1)	11/16/2017	Â	G	992 D Amount (D) Price \$ 20.16	43,678	D	Â

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

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SEC 2270
(9-02)

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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)	8. Pr Deri Secur (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares	
Deferred Stock <u>(2)</u>	\$ 0 <u>(3)</u>	Â	Â	Â	Â Â	06/03/2009 Â <u>(4)</u>	Common Stock 8,055	
Deferred Stock <u>(2)</u>	\$ 0 <u>(3)</u>	Â	Â	Â	Â Â	06/09/2010 Â <u>(4)</u>	Common Stock 10,642	
Deferred Stock <u>(2)</u>	\$ 0 <u>(3)</u>	Â	Â	Â	Â Â	05/27/2012 Â <u>(4)</u>	Common Stock 7,560	
Deferred Stock <u>(2)</u>	\$ 0 <u>(3)</u>	Â	Â	Â	Â Â	06/05/2013 Â <u>(4)</u>	Common Stock 7,170	
Deferred Stock <u>(2)</u>	\$ 0 <u>(3)</u>	Â	Â	Â	Â Â	05/28/2014 Â <u>(4)</u>	Common Stock 5,415	
Deferred Stock <u>(5)</u>	Â	Â	Â	Â	Â Â	05/23/2015 Â <u>(4)</u>	Common Stock 6,030	
Deferred Stock <u>(5)</u>	\$ 0 <u>(3)</u>	Â	Â	Â	Â Â	06/09/2016 Â <u>(4)</u>	Common Stock 6,026	
Deferred Stock <u>(5)</u>	Â	Â	Â	Â	Â Â	05/25/2017 Â <u>(4)</u>	Common Stock 6,934	
Deferred Stock <u>(5)</u>	\$ 0 <u>(3)</u>	Â	Â	Â	Â Â	05/24/2018 Â <u>(4)</u>	Common Stock 7,020	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STITH MELVIN T WHITMAN SCHOOL OF MANAGEMENT 721 UNIVERSITY AVENUE, SUITE 415 SYRACUSE, NY 13244-2450	Â X	Â	Â	Â

Signatures

/s/ Stephen R. Avera,
Agent

02/02/2018

__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 shares acquired through reinvestment of dividends, based upon a statement dated 12/15/2017.
- (2) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (3) In accordance with the terms of the Deferred Shares Agreement for Directors, the deferred shares awarded do not have a conversion or exercise price.
- (4) No expiration date.
- (5) Granted under the Flowers Foods, Inc. 2014 Omnibus Equity and Incentive Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.