

BEATY MICHAEL A  
Form 4  
October 07, 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 \*  
**BEATY MICHAEL A**

(Last) (First) (Middle)  
  
1919 FLOWERS CIRCLE  
  
(Street)

THOMASVILLE, GA 31757

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/05/2011

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)  
EVP / Supply Chain

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	10/05/2011		G	V 1,850 D \$ 19.41	170,719	D	
Common Stock					1,855	I <sup>(1)</sup>	By 401(k)
Common Stock					1,621	I	By Spouse <sup>(2)</sup>

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)	8. Derivative Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy) <sup>(3)</sup>	\$ 6.2267							07/16/2007	07/16/2013	Common Stock	82,630
Option (Right to Buy) <sup>(3)</sup>	\$ 12.4533							01/03/2009	01/03/2013	Common Stock	28,912
Option (Right to Buy) <sup>(3)</sup>	\$ 13.0467							02/05/2010	02/05/2014	Common Stock	40,612
Option (Right to Buy) <sup>(3)</sup>	\$ 16.5							02/04/2011	02/04/2015	Common Stock	37,125
Option (Right to Buy) <sup>(3)</sup>	\$ 15.8933							02/09/2012	02/09/2016	Common Stock	38,700
Option (Right to Buy) <sup>(3)</sup>	\$ 16.6733							02/09/2013	02/09/2017	Common Stock	42,150
Option (Right to Buy) <sup>(3)</sup>	\$ 16.3133							02/10/2014	02/10/2018	Common Stock	51,225
Restricted Stock Award <sup>(3)</sup>	\$ 0 <sup>(4)</sup>							02/09/2012	<sup>(7)</sup>	Common Stock	6,600
Restricted Stock Award <sup>(3)</sup>	\$ 0 <sup>(5)</sup>							<sup>(6)</sup>	<sup>(7)</sup>	Common Stock	7,725

