

HYSELL ROBERT B
Form 4
June 27, 2012

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 *
HYSELL ROBERT B

(Last) (First) (Middle)

4570 RIVER MANSION COURT

(Street)

DULUTH, GA 30096

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/25/2012

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)

Pres-Flowers Foodservice Group

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/25/2012		M	34,255	A \$ 6.23 47,077	D	
Common Stock	06/25/2012		M	13,612	A \$ 12.45 60,689	D	
Common Stock	06/26/2012		S	47,867	D \$ 22.714 12,822	D	

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

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information contained in this form are not
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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy) ⁽²⁾	\$ 6.23	06/25/2012		M	34,255	07/16/2007	07/16/2013	Common Stock	34,255
Option (Right to Buy) ⁽²⁾	\$ 12.45	06/25/2012		M	13,612	01/03/2009	01/03/2013	Common Stock	13,612
Option (Right to Buy) ⁽²⁾	\$ 13.05					02/05/2010	02/05/2014	Common Stock	15,075
Option (Right to Buy) ⁽²⁾	\$ 16.5					02/04/2011	02/04/2015	Common Stock	14,400
Option (Right to Buy) ⁽²⁾	\$ 15.89					02/09/2012	02/09/2016	Common Stock	18,975
Option (Right to Buy) ⁽²⁾	\$ 16.67					02/09/2013	02/09/2017	Common Stock	21,675
Option (Right to Buy) ⁽²⁾	\$ 16.31					02/10/2014	02/10/2018	Common Stock	25,500
Restricted Stock Award ⁽²⁾	\$ 0 ⁽³⁾					⁽⁴⁾	⁽⁵⁾	Common Stock	3,825
Deferred Stock ⁽²⁾	⁽⁶⁾					⁽⁶⁾	⁽⁷⁾	Common Stock	12,709

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HYSELL ROBERT B 4570 RIVER MANSION COURT DULUTH, GA 30096			Pres-Flowers Foodservice Group	

Signatures

/s/ Stephen R. Avera,
Agent

06/27/2012

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) Average price reported for sale transactions. Transaction prices ranged from \$22.70 to \$22.80.
- (2) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (3) In accordance with the terms of the 2011 Restricted Stock Award Agreement, the performance shares awarded do not have a conversion or exercise price.
- (4) The company anticipates that in accordance with the terms of the 2011 Restricted Stock Award Agreement the vesting date of the performance shares awarded shall be the date of the filing of the company's Annual Report on Form 10-K with the SEC in 2013.
- (5) Grant expires on the vesting date if performance measures are not met.
- (6) Each Executive Deferred Compensation Plan ("EDCP") stock unit is the economic equivalent of one share of common stock. The EDCP stock units become payable in common stock upon the retirement of the reporting person.
- (7) None.

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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