1 800 FLOWERS COM INC Form 3 March 28, 2005 FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB approval

INITIAL STATEMENT OF 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 <u>*</u> Hopkins Timothy J			2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol1 800 FLOWERS COM INC [FLWS]				
(Last) (F	First)	(Middle)	03/14/2005	4. Relationshi Person(s) to I	p of Reporting	5. If Amendment, Date Original Filed(Month/Day/Year)		
1600 STEWART AVENUE (Street) WESTBURY, NY 11590				(Check all applicable) Director 10% Owner X Officer Other (give title below) (specify below) President of Specialty Brands			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person	
(City) (S	State)	(Zip)	Table I -	Non-Derivat	ive Securiti	es Bei	neficially Owned	
1.Title of Security (Instr. 4)			2. Amount Beneficially (Instr. 4)	of Securities 7 Owned	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nat Owne (Instr.	1	
Class A Commo	on Stock	(1)	12,500		D	Â		
Reminder: Report o owned directly or in	-	te line for ea	ch class of securities benefic	cially S	EC 1473 (7-02)		
	informa require	ation conta d to respo	oond to the collection o ined in this form are no nd unless the form disp IB control number.	t				
Table	e II - Deriv	vative Secur	ities Beneficially Owned (e.g., puts, calls,	warrants, opt	ions, c	onvertible securities)	

1. Title of Derivative Security (Instr. 4)	. Title of Derivative Security 2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	Derivative Security	Security: Direct (D) or Indirect	

3235-0104

January 31,

2005

0.5

Number:

Expires:

response...

Estimated average burden hours per

Edgar Filing: 1 800 FLOWERS COM INC - Form 3

				Shares		(I) (Instr. 5)	
Stock Option Right to Buy (2)	03/14/2007	03/14/2015	Class A Common Stock (2)	200,000	\$ 7.81	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
Hopkins Timothy J 1600 STEWART AVENUE WESTBURY, NY 11590	Â	Â	President of Specialty Brands	Â			

Signatures

/s/ Timothy J. Hopkins	03/28/2005		
<u>**</u> Signature of Reporting Person	Date		

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) This is a grant of restricted stock which vest on a four (4) year cliff-vesting schedule with the stock vesting only after the fourth anniversary of Mr. Hopkins' empoyment start date.
- The options were granted under the Company's 2003 Long Term Incentive and Share Award Plan. The options vest with respect to 40%(2) of the options on the two year anniversary date of Mr. Hopkin's employment start date, and then 20% of the options on each subsequent year.

Note: File three copies of this Form, one of which must be manually signed. If space 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.