

FERNANDEZ MANUEL A
Form 4
January 04, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FERNANDEZ MANUEL A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
12600 GATEWAY BOULEVARD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2013

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

FORT MYERS, FL 33913

(City) (State) (Zip)

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

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 (Instr. 4)
				(A) or (D) Price			
Common Stock	01/03/2013		M	6,015 A \$ 0	64,741	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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.	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
Deferred Stock ⁽¹⁾	<u>(2)</u>	01/02/2013		A		4,820		01/02/2015	<u>(3)</u>	Common Stock	4,820
Deferred Stock ⁽¹⁾	\$ 0 <u>(2)</u>	01/03/2013		M		6,015		01/03/2013	<u>(3)</u>	Common Stock	6,015
Deferred Stock ⁽¹⁾	\$ 0 <u>(2)</u>							06/08/2011	<u>(3)</u>	Common Stock	6,030
Deferred Stock ⁽¹⁾	\$ 0 <u>(2)</u>							01/04/2012	<u>(3)</u>	Common Stock	6,735
Deferred Stock ⁽¹⁾	<u>(2)</u>							05/25/2013	<u>(3)</u>	Common Stock	345
Deferred Stock ⁽¹⁾	\$ 0 <u>(2)</u>							05/27/2012	<u>(3)</u>	Common Stock	5,040
Deferred Stock ⁽¹⁾	\$ 0 <u>(2)</u>							06/05/2013	<u>(3)</u>	Common Stock	4,780

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERNANDEZ MANUEL A 12600 GATEWAY BOULEVARD FORT MYERS, FL 33913			X	

Signatures

/s/ Stephen R. Avera, 01/04/2013
 Agent

 **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 pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (2)

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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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