

Edgar Filing: FLOWERS FOODS INC - Form SC 13G/A

FLOWERS FOODS INC  
Form SC 13G/A  
February 12, 2009

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G  
(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2

(Amendment No.   1  )\*

Flowers Foods, Inc.  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

343498101

-----  
(CUSIP Number)

12/31/2008

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class of  
securities, and for any subsequent amendment containing information which  
would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not  
be deemed to be "filed" for the purpose of Section 18 of the Securities  
Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that  
section of the Act, but shall be subject to all other provisions of the Act  
(however, see the Notes).

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1. NAMES OF REPORTING PERSONS

Munder Capital Management  
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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(see instructions) (b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

	5.	SOLE VOTING POWER	
NUMBER OF			2,382,548
SHARES			
BENEFICIALLY	6.	SHARED VOTING POWER	
OWNED BY			0
EACH			
REPORTING	7.	SOLE DISPOSITIVE POWER	
PERSON WITH			2,792,325
	8.	SHARED DISPOSITIVE POWER	
			0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,792,325

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS) [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.0%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

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Item 1.

(a) Name of Issuer:

Flowers Foods, Inc.

(b) Address of Issuer's Principal Executive Offices:

1919 Flowers Circle  
Thomasville, Georgia 31757

Item 2.

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- (a) Name of Person Filing:  
Munder Capital Management ("Munder")
- (b) Address of Principal Business Office:  
Munder Capital Center  
480 Pierce Street  
Birmingham, MI 48009
- (c) Citizenship:  
Munder is a general partnership formed under the laws of the State of Delaware
- (d) Title of Class of Securities:  
Common Stock
- (e) CUSIP Number:  
343498101

Item 3. If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (e)  An investment adviser in accordance with 240.13d-1(b) (1) (ii) (E);

Item 4. Ownership

- (a) Amount Beneficially Owned:  
2,792,325 shares
- (b) Percent of Class  
3.0%

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- (c) Number of shares as to which such person has:
- (i) sole power to vote or direct the vote:  
2,382,548
- (ii) shared power to vote or direct the vote:  
0
- (iii) sole power to dispose or to direct the disposition of:  
2,792,325
- (iv) shared power to dispose or direct the disposition of:  
0

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Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

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Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 4, 2009

MUNDER CAPITAL MANAGEMENT,  
a Delaware general partnership

By: /s/ Mary Ann C. Shumaker  
Its: Associate General Counsel