TURNER MARTA JONES
Form 4
February 09, 2010

# FORM 4

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

**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

| | |
|---|---|
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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
TURNER MARTA JONES

(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)
02/09/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP / Corporate Relations

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/09/2010 | | M | | 5,340 | A | $ 24.24 | 52,797 | D | |
| Common Stock | 02/09/2010 | | F | | 1,924 | D | $ 24.24 | 50,873 | D | |
| Common Stock | | | | | | | | 265 | I | By 401(k) (3) |

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

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SEC 1474 (9-02)

**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 Share |
| Restricted Stock Award (2) | $ 0 | 02/09/2010 | | A | | 890 | | 02/04/2010 | (1) | Common Stock | 890 |
| Restricted Stock Award (2) | $ 0 | 02/09/2010 | | M | | | 5,340 | 02/04/2010 | (1) | Common Stock | 5,340 |
| Option (Right to Buy) (2) | $ 18.68 | | | | | | | 01/03/2009 | 01/03/2013 | Common Stock | 13,575 |
| Option (Right to Buy) (2) | $ 19.57 | | | | | | | 02/05/2010 | 02/05/2014 | Common Stock | 14,625 |
| Option (Right to Buy) (2) | $ 24.75 | | | | | | | 02/04/2011 | 02/04/2015 | Common Stock | 17,950 |
| Option (Right to Buy) (2) | $ 23.84 | | | | | | | 02/09/2012 | 02/09/2016 | Common Stock | 17,450 |
| Restricted Stock Award (2) | $ 0 | | | | | | | 02/09/2011 | (1) | Common Stock | 3,600 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| TURNER MARTA JONES<br>1919 FLOWERS CIRCLE<br>THOMASVILLE, GA 31757 | | | EVP / Corporate Relations | |

# Signatures

| /s/ Stephen R. Avera, Agent | 02/09/2010 |
|---|---|
| **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)** Grant expires on Exercisable Date if performance measures are not met.

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

**(3)** Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of 12/31/2009.

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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