### Edgar Filing: FLOWERS FOODS INC - Form 4

FLOWERS I	FOODS INC											
Form 4	0015											
December 31											PPROVAL	
FORM	<b>14</b> UNITED	STATES						NGE C	OMMISSION	OMB Number:	3235-0287	
Check the											January 31,	
if no long subject to Section 1 Form 4 o	6. r	NERSHIP OF	Expires: 20 Estimated average burden hours per response (									
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns inue. Section 17	(a) of the l		tility H	Iold	ing Con	ipany	Act of	e Act of 1934, 1935 or Section 0	1		
(Print or Type F	Responses)											
SHIELDS JOSEPH V JR Symbol				er Name and Ticker or Trading ERS FOODS INC [FLO]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (	(Middle)	3. Date of	Earlies	st Tra	ansaction			(Check	k all applicable	;)	
			(Month/D 12/22/2	Day/Year) 2015					X_ Director 10% Owner Officer (give title Other (specify below) below)			
			Amendment, Date Original I(Month/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
THOMASV	TILLE, GA 3175	7							Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - No	on-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Instr. 3, 4 and 5) r) (Instr. 8) (A)				d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)				
				Code	v	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	12/22/2015			G	V	6,996	D	\$ 22.32	7,708,191	Ι	By Spouse $(1)$	
Common Stock	12/22/2015			G	V	6,996	D	\$ 22.32	7,701,195	I	By Spouse	
Common Stock	12/22/2015			G	v	6,996	A	\$ 22.32	445,432	D		
Common Stock	12/22/2015			G	V	8,130	D	\$ 22.32	437,302	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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# required to respond unless the form 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. Transactio Code (Instr. 8)	5. onNumber 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)		8. Price o Derivativ Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock (2)	\$ 0 <u>(3)</u>					01/02/2016	(4)	Common Stock	6,340	
Deferred Stock (5)	\$ 0 <u>(3)</u>					06/05/2016	(4)	Common Stock	229	
Deferred Stock (5)	\$ 0 <u>(3)</u>					06/09/2016	(4)	Common Stock	6,026	
Deferred Stock (5)	\$ 0 <u>(3)</u>					01/02/2016	(4)	Common Stock	4,963	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
L O	Director	10% Owner	Officer	Other			
SHIELDS JOSEPH V JR 1919 FLOWERS CIRCLE THOMASVILLE, GA 31757	Х						
Signatures							
/s/ Stephen R Avera							

/s/ Stephen R. Avera, Agent <u>\*\*Signature of Reporting</u> 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).

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- (1) Beneficial ownership is disclaimed.
- (2) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (3) In accordance with the terms of the Deferred Shares Agreement for Directors, the deferred shares awarded do not have a conversion or exercise price.
- (4) No expiration date.
- (5) Granted under the Flowers Foods, Inc. 2014 Omnibus Equity and Incentive Compensation Plan.

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.