

FLOWERS FOODS INC

Form 4

June 02, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
**SPEAR JAMES T**

(Last) (First) (Middle)

844 WILLIAMSBURG DRIVE

(Street)

NAPERVILLE, IL 60540

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**05/31/2016**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock                    |                                      |                                                    |                                | (A) or (D) Price                                                  | 2,380                                                                                         | D                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 30,375                                                                                        | I                                                        | By Trust for Spouse                                   |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 100                                                                                           | I                                                        | Shares owned by child                                 |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pr<br>Deriv<br>Secu<br>(Inst        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D)                                                                 | Amount<br>or<br>Number<br>of<br>Shares |
| Deferred<br>Stock <sup>(1)</sup>                    | <u>(2)</u>                                                         | 05/31/2016                              |                                                             | A                                    |                                                                                                                 | 6,934                                                          | 05/25/2017 <sup>(3)</sup>                                           | Common<br>Stock 6,934                  |
| Deferred<br>Stock <sup>(1)</sup>                    | \$ 0 <sup>(2)</sup>                                                |                                         |                                                             |                                      |                                                                                                                 |                                                                | 06/05/2016 <sup>(3)</sup>                                           | Common<br>Stock 229                    |
| Deferred<br>Stock <sup>(1)</sup>                    | \$ 0 <sup>(2)</sup>                                                |                                         |                                                             |                                      |                                                                                                                 |                                                                | 06/09/2016 <sup>(3)</sup>                                           | Common<br>Stock 6,026                  |
| Deferred<br>Stock <sup>(1)</sup>                    | \$ 0 <sup>(2)</sup>                                                |                                         |                                                             |                                      |                                                                                                                 |                                                                | 01/02/2016 <sup>(3)</sup>                                           | Common<br>Stock 4,963                  |
| Deferred<br>Stock <sup>(1)</sup>                    | <u>(2)</u>                                                         |                                         |                                                             |                                      |                                                                                                                 |                                                                | 01/03/2017 <sup>(3)</sup>                                           | Common<br>Stock 4,660                  |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |              |         |       |
|-----------------------------------------------------------------|---------------|--------------|---------|-------|
|                                                                 | Director      | 10%<br>Owner | Officer | Other |
| SPEAR JAMES T<br>844 WILLIAMSBURG DRIVE<br>NAPERVILLE, IL 60540 | X             |              |         |       |

## Signatures

/s/ Stephen R. Avera,  
Agent 06/02/2016

      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).

## Edgar Filing: FLOWERS FOODS INC - Form 4

- (1) Granted under the Flowers Foods, Inc. 2014 Omnibus Equity and Incentive Compensation Plan.
- (2) 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.

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.