

SHIELDS JOSEPH V JR
Form 5
January 03, 2018

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB
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1. Name and Address of Reporting Person *
SHIELDS JOSEPH V JR

(Last) (First) (Middle)

1919 FLOWERS CIRCLE

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/29/2017

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 Reporting

(check applicable line)

THOMASVILLE, GA 31757

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/20/2017	Â	G	1,250 D Amount or (D) Price \$ 19.58	463,922	D	Â
Common Stock	12/26/2017	Â	G	7,832 A Amount or (D) Price \$ 19.43	463,922	D	Â
Common Stock	12/26/2017	Â	G	7,832 D Amount or (D) Price \$ 19.43	7,669,757	I	By Spouse (1)
Common Stock	12/26/2017	Â	G	7,832 D Amount or (D) Price \$ 19.43	463,922	D	Â
	12/26/2017	Â	G	7,832 D Amount or (D) Price \$ 19.43	7,669,757	I	

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Common Stock \$ 19.43 By Spouse (1)

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

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SEC 2270 (9-02)

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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Deferred Stock (2)	\$ 0 (3)	Â	Â	Â	Â Â	05/24/2018 Â (4)	Common Stock	7,020
Deferred Stock (2)	Â	Â	Â	Â	Â Â	01/01/2018 Â (4)	Common Stock	5,010

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SHIELDS JOSEPH V JR 1919 FLOWERS CIRCLE THOMASVILLE, GA 31757	Â X Â Â Â

Signatures

/s/ Stephen R. Avera,
Agent 01/03/2018

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) Beneficial ownership is disclaimed.

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

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- (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.

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