Flynn Timothy John Form 4 March 08, 2007

FORM 4

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

OMB Number: 3235-0287

Expires:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

Section 16. Form 4 or Form 5 obligations SECURITIES

SECURITIES

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> Flynn Timothy John

(First)

(Street)

(State)

(Middle)

(Zin)

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

FTD Group, Inc. [FTD]

(Check all applicable)

11111 SANTA MONICA

3. Date of Earliest Transaction (Month/Day/Year)

__X__ Director ___ ____ Officer (give title __ below) be

__X__ 10% Owner ____ Other (specify

BOULEVARD, SUITE 2000

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting

Filed(Month/Day/Year)

03/07/2007

Person

LOS ANGELES, CA 90025

(City)	(State)	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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			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, par value \$0.01 per share	03/07/2007		S	5,411,052	D	\$ 17.5	9,995,197	I (1)	By Green Equity Investors IV, L.P.	
Common Stock, par value \$0.01 per share	03/07/2007		S	54,948	D	\$ 17.5	101,498	I (2)	By FTD Co-Investment LLC	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date	Expiration	01			
						Exercisable	•	Title Number			
								of			
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other Flynn Timothy John 11111 SANTA MONICA BOULEVARD X X **SUITE 2000** LOS ANGELES, CA 90025

Signatures

/s/ Julia Chang, as Attorney-in-Fact for Timothy J. 03/08/2007 Flynn

> **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).

The 9,995,197 shares of common stock of the Issuer reported herein are owned directly by Green Equity Investors IV, L.P. ("GEI"). Timothy J. Flynn is a member of GEI Capital IV, LLC, which is the general partner of GEI; a partner of Leonard Green & Partners, L.P., which is the management company of GEI; and a member of Green Partnership Holdings, LLC, which is a limited partner of GEI. Mr.

Flynn directly (whether through ownership or position) or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owner of the shares owned by GEI and, therefore, a "ten percent holder" hereunder. Mr. Flynn disclaims beneficial ownership of the securities owned by GEI, except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that Mr. Flynn is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

(2)

Reporting Owners 2

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Timothy J. Flynn is a member of FTD Co-Investment LLC and may be deemed to have shared voting and investment power with respect to all Common Stock beneficially owned by FTD Co-Investment LLC. As such, Mr. Flynn may be deemed to have shared beneficial ownership over such shares of Common Stock. Mr. Flynn, however, disclaims beneficial ownership of such shares of Common Stock owned by FTD Co-Investment LLC.

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.