

FLOWERS FOODS INC
Form DEF 14A
April 28, 2003

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**SCHEDULE 14A
(Rule 14a-101)**

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.)

Filed by the Registrant x

Filed by a Party other than the Registrant o

Check the appropriate box:

- o Preliminary Proxy Statement o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- x Definitive Proxy Statement
- o Definitive Additional Materials
- o Soliciting Material under Rule 14a-12

FLOWERS FOODS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
- o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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- o Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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FLOWERS FOODS, INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held May 30, 2003

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of Flowers Foods, Inc. will be held on May 30, 2003 at 11:00 A.M. Eastern Time at the Thomasville Cultural Center, 600 East Washington Street, Thomasville, Georgia, for the following purposes:

(1) to elect three members of the board of directors to serve for a term of three years;

(2) to vote on a proposal submitted by a shareholder if properly presented at the Annual Meeting;

(3) to ratify the selection of PricewaterhouseCoopers LLP as the independent public accountants for Flowers Foods for the fiscal year ending January 3, 2004; and

(4) to transact any other business as may properly come before the meeting and at any adjournments or postponements thereof; all as set forth in the proxy statement accompanying this notice.

Only record holders of issued and outstanding shares of our common stock at the close of business on April 4, 2003, the record date, are entitled to notice of, and to vote at, the Annual Meeting, or any adjournment thereof. A list of such shareholders will be open for examination by any shareholder at the time and place of the meeting.

Shareholders can watch a live video web cast of the Annual Meeting over the Internet on the company's Web site at www.flowersfoods.com. This web cast also will be archived on the site.

By order of the Board of Directors,

Stephen R. Avera
Secretary and General Counsel

1919 Flowers Circle
Thomasville, Georgia 31757
April 24, 2003

A PROXY CARD IS CONTAINED IN THE ENVELOPE IN WHICH THIS PROXY STATEMENT WAS MAILED. SHAREHOLDERS ARE ENCOURAGED TO VOTE ON THE MATTERS TO BE CONSIDERED AT THE MEETING AND TO SIGN AND DATE THE PROXY AND RETURN IT PROMPTLY IN THE ENCLOSED POSTAGE-PAID ENVELOPE OR VOTE BY TELEPHONE OR INTERNET. YOUR ATTENDANCE AT THE MEETING IS URGED; IF YOU ATTEND THE MEETING AND DECIDE YOU WANT TO VOTE IN PERSON, YOU MAY WITHDRAW YOUR PROXY.

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FLOWERS FOODS, INC.

**1919 Flowers Circle
Thomasville, Georgia 31757**

**PROXY STATEMENT
FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD
MAY 30, 2003**

GENERAL

This proxy statement and the accompanying form of proxy are being furnished to the shareholders of Flowers Foods, Inc. on or about April 24, 2003 in connection with the solicitation of proxies by our board of directors for use at the Annual Meeting of Shareholders to be held on May 30, 2003 at 11:00 A.M. Eastern Time at the Thomasville Cultural Center, 600 East Washington Street, Thomasville, Georgia, and any adjournment of the meeting. Any shareholder who executes and delivers a proxy may revoke it at any time before its use by (i) giving written notice of revocation to the Secretary of Flowers Foods, (ii) executing a proxy bearing a later date, or (iii) appearing at the meeting and voting in person.

Shareholders can watch a live video web cast of the Annual Meeting over the Internet on the company's Web site at www.flowersfoods.com. This web cast also will be archived on the site.

Unless otherwise specified, all shares represented by effective proxies will be voted:

to elect the three nominees as directors;

to ratify the selection of PricewaterhouseCoopers LLP as our independent public accountants for the fiscal year ending January 3, 2004; and

against the proposal submitted by a shareholder if properly presented at the Annual Meeting.

Our board of directors does not know of any other business to be brought before the meeting, but if any other business is properly brought before the meeting, proxies will be voted upon those matters in accordance with the judgment of the person or persons acting under the proxies.

We will pay the cost of soliciting proxies. We have engaged Georgeson Shareholder Communications, Inc. to assist in the solicitation of votes for a fee of \$10,000, plus out-of-pocket expenses. In addition, our directors and officers may solicit proxies in person, by telephone or facsimile but will not receive additional compensation for these services. Brokerage houses, nominees, custodians and fiduciaries will be requested to forward soliciting material to beneficial owners of stock held of record by them, and we will reimburse those persons for their reasonable expenses in doing so.

Only holders of record of outstanding shares of our common stock at the close of business on the record date, April 4, 2003, are entitled to notice of, and to vote at, the meeting. Each shareholder is entitled to one vote for each share of common stock held on the record date. There were 29,985,375 shares of our common stock outstanding and entitled to vote on the record date.

The holders of at least a majority of the shares of our common stock entitled to vote at the meeting are required to be present at the meeting in person or by proxy to constitute a quorum for the transaction of business. Once a quorum has been established, the vote of the holders of a majority of the shares of our common stock present at the meeting in person or by proxy will decide the action proposed on each matter identified in this proxy statement, except the election of directors. Directors will be elected at the meeting by a plurality of the votes cast by holders of shares of our common stock entitled to vote in the election. Abstentions and broker non-votes will be counted as present in determining whether the quorum requirement is satisfied. A non-vote occurs when a nominee holding shares for a beneficial owner votes on one proposal pursuant to discretionary authority or instructions from the beneficial owner, but does not vote on another proposal because the nominee has not received instruction from the beneficial owner and does not

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have discretionary power. The aggregate number of votes cast by all shareholders present in person or represented by proxy at the meeting, whether those shareholders vote for or against the proposals, will be counted for purposes of determining the minimum number of affirmative votes required for approval of the proposals, and the total number of votes cast for each of these proposals will be counted for purposes of determining whether sufficient affirmative votes have been cast. Abstentions and non-votes will have no effect on the voting with respect to any of the proposals.

A copy of Flowers Foods Annual Report on Form 10-K, which includes the financial statements of Flowers Foods, Inc. for the fiscal year ended December 28, 2002, is being mailed with this proxy statement to all shareholders entitled to vote at the meeting. The Annual Report on Form 10-K does not form any part of the material for the solicitation of proxies.

By executing and returning your proxy (either by returning the proxy card or by submitting your proxy electronically via the Internet or by telephone), you appoint Amos R. McMullian, our Chairman and Chief Executive Officer, Jimmy M. Woodward, our Senior Vice President and Chief Financial Officer and Stephen R. Avera, our Secretary and General Counsel, to represent you at the meeting and direct them to vote your shares at the meeting. Shares of our common stock represented by proxy will be voted by the proxy holders at the meeting in accordance with the instructions indicated in the proxy appointment.

Shareholders of record may vote by proxy in one of three ways:

by telephone: call 1-800-690-6903 and use the control number listed on your proxy card;

via the Internet: visit the www.proxyvote.com web site and use the control number listed on your proxy card; or

by mail: mark, sign, date and mail your proxy card in the enclosed postage-paid envelope.

The Internet and telephone voting procedures are designed to authenticate shareholder identities, to allow shareholders to give voting instructions and to confirm that shareholders instructions have been recorded properly. Any shareholder voting by Internet should understand that there may be costs associated with electronic access, like usage charges from Internet access and telephone or cable service providers, that must be borne by the shareholder.

If your shares are held in street name through a broker, bank or other holder of record, you will receive instructions from the registered holder that you must follow in order for your shares to be voted for you by that record holder. Telephone and Internet voting is also offered to shareholders who own their Flowers Foods shares through certain banks and brokers.

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The following table lists information, based upon the number of shares of our common stock outstanding as of February 14, 2003, regarding the ownership of our common stock by the only non-affiliated individuals, entities or groups known to us to be the beneficial owner of more than 5% of our common stock:

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Gabelli Asset Management, Inc. One Corporate Center Rye, New York 10580-1435	3,640,816(1)	12.14%
John W. Bristol & Company, Inc. 48 Wall Street New York, New York 10005	1,948,209(2)	6.49%

- (1) The beneficial ownership reported in the table above for Gabelli Asset Management, Inc. is based upon filings with the Securities and Exchange Commission. According to the Schedule 13D/A filed on December 24, 2002, Gabelli Funds, LLC has sole voting and dispositive power with respect to 921,160 shares; GAMCO Investors, Inc. has sole voting power with respect to 2,603,407 shares and sole dispositive power with respect to 2,717,656 shares; and MJG Associates, Inc. has sole voting and dispositive power with respect to 2,000 shares.
- (2) The beneficial ownership reported in the table above for John W. Bristol & Company, Inc. is based upon filings with the Securities and Exchange Commission and information provided by the shareholder.

PROPOSAL I**ELECTION OF DIRECTORS**

Our board of directors is divided into three classes, each consisting of one-third of the total number of directors. The directors in each class serve for a term of three years. Directors are elected annually to serve until the expiration of the term of their class or until their successors are elected and qualified. The following nominees are proposed for election in Class II, to serve until 2006:

Joe E. Beverly

Amos R. McMullian
J.V. Shields, Jr.

Unless instructed otherwise, the proxies will be voted for the election of the three nominees named above to serve for three years or until their successors shall be elected and shall have been duly qualified. If any nominee is unable to serve, proxies may be voted for a substitute nominee selected by the board of directors. However, our board of directors has no reason to believe that any nominee will not be able to serve if elected.

Background information concerning each of our director-nominees and current directors is provided below.

Class II Director-Nominees

Joe E. Beverly, age 61, has been Chairman of the board of directors of Commercial Bank in Thomasville, Georgia, a wholly-owned subsidiary of Synovus Financial Corp. (NYSE), a financial services company, since 1989. He is also the former Vice Chairman of the board of directors of Synovus Financial Corp, and is a director of Synovus Financial Corp. He was President of Commercial Bank from 1973 to 1989. Mr. Beverly has served as a director of Flowers Foods since March 2001, and he previously served as a director of Flowers Industries, Inc. from August 1996 until March 2001. Mr. Beverly serves as a director of Plum Creek Timber Co., Inc. (NYSE).

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Amos R. McMullian, age 65, has been Chairman of the board of directors and Chief Executive Officer of Flowers Foods since November 2000. Mr. McMullian previously served as Chairman of the board of directors of Flowers Industries, Inc. from 1985 until March 2001, and as its Chief Executive Officer from 1981 until March 2001. Mr. McMullian previously served as a director of Keebler Foods Company from 1996 to March 2001. Mr. McMullian is a director of Hughes Supply, Inc. (NYSE).

J.V. Shields, Jr., age 65, has been Chairman of the board of directors and Chief Executive Officer of Shields & Company, a New York diversified financial services company and member of the New York Stock Exchange, Inc., since 1982. Mr. Shields also is the Chairman of the board of directors and Chief Executive Officer of Capital Management Associates, Inc., a registered investment advisor, and the Chairman of the board of trustees of The BBH Funds, the Brown Brothers Harriman mutual funds group. He has served as a director of Flowers Foods since March 2001, and he previously served as a director of Flowers Industries, Inc. from March 1989 until March 2001.

Your Board of Directors unanimously recommends that you vote FOR all of the above Director-nominees

Other Directors

Class I Directors Serving Until 2005

Joseph L. Lanier, Jr., age 71, has been Chairman of the board of directors and Chief Executive Officer of Dan River Inc. (NYSE), a Danville, Virginia textile company, since 1989. He is also a director of Dimon, Inc. (NYSE), where he previously served as Chairman of the Board, and Torchmark Corp. (NYSE). Mr. Lanier has served as a director of Flowers Foods since March 2001, and he previously served as a director of Flowers Industries, Inc. from 1977 until March 2001.

Jackie M. Ward, age 64, has been an outside managing director of Intec Telecom Systems since December 2000. Prior to that time, she was Chairman of the board of directors of Computer Generation Incorporated, a telecommunications company based in Atlanta, Georgia that she founded, from 1968 until it was acquired by Intec in December 2000. She is also a director of Bank of America Corporation (NYSE), Equifax, Inc. (NYSE), PRG-Schultz International, Inc. (NASDAQ), Sanmina-SCI Corporation (NASDAQ), Anthem, Inc. (NYSE) and SYSCO Corporation. (NYSE). Ms. Ward served as a director of Flowers Industries, Inc. from March 1999 until March 2001, and she has served as a director of Flowers Foods since March 2001.

C. Martin Wood III, age 59, has been a partner in Wood Associates, a private investment firm, since January 2000. He retired as Senior Vice President and Chief Financial Officer of Flowers Industries, Inc. on January 1, 2000, a position that he had held since 1978. Mr. Wood served on the Flowers Industries, Inc. board of directors, from 1975 until March 2001. Mr. Wood also served as a director of Keebler Foods Company from 1996 until March 2001, and he has served as a director of Flowers Foods since March 2001.

Class III Directors Serving Until 2004

Franklin L. Burke, age 62, has been a private investor since 1991. He is the former Senior Executive Vice President and Chief Operating Officer of Bank South Corp., an Atlanta, Georgia banking company, and the former Chairman and Chief Executive Officer of Bank South, N.A., the principal subsidiary of Bank South Corp. He has served as a director of Flowers Foods since March 2001. Mr. Burke previously served as a director of Flowers Industries, Inc. from 1994 until March 2001 and as a director of Keebler Foods Company from 1998 until March 2001.

Robert P. Crozer, age 56, has been the Chairman of Wahyam Capital, LLC, a private investment firm, since March 2001. He also serves as a director of EMS Technologies, Inc. (NASDAQ). Previously, Mr. Crozer was the Vice Chairman of the board of directors of Flowers Foods from November 2000 until March 2001. He has served as a director of Flowers Foods since November 2000. He previously served as Vice Chairman of the board of directors of Flowers Industries, Inc. from 1989 until March 2001. Mr. Crozer also

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served as a director of Keebler Foods Company from 1996 until March 2001 and as Chairman of the board of directors of Keebler Foods Company from 1998 until March 2001.

Langdon S. Flowers, age 81, retired as Chairman of the board of directors of Flowers Industries, Inc. in 1985. He has served as a director of Flowers Foods since March 2001, and he previously served as a director of Flowers Industries, Inc. from 1968 until March 2001.

The board of directors held nine meetings in fiscal 2002. During the last completed fiscal year, no incumbent director attended fewer than 75% of the total number of meetings of the board of directors and any committee on which he served. Robert P. Crozer, J.V. Shields, Jr. and C. Martin Wood III are married to sisters, each of which is a niece of Langdon S. Flowers.

Mr. Flowers has informed the board that he intends to retire from the board of directors upon the expiration of his current term in 2004. Upon his resignation, Mr. Flowers will be named a founding director by the board, an honorary title recognizing his many years of dedicated service to the company and its shareholders.

As part of its corporate governance initiative, the board of directors is committed to creating and maintaining a majority of independent directors consistent with the proposed changes to the rules of the New York Stock Exchange. The board is reviewing its current composition to ensure it will be prepared to meet the requirements of the proposed New York Stock Exchange rules when they become effective.

Committees of the Board of Directors

Our board of directors has established several standing committees, which include an audit committee, a nominating and governance committee and a compensation committee. The first member of each committee listed below serves as chairman of that committee.

Audit Committee

The members of the audit committee are Franklin L. Burke, Joe E. Beverly and Jackie M. Ward. All committee members are independent as defined by sections 303.01 and 303.02 of the Listed Company Manual of the New York Stock Exchange. The board of directors has determined that Mr. Burke, the chairman of the audit committee, is an audit committee financial expert as defined in final rules adopted by the Securities and Exchange Commission in January 2003. Mr. Burke is independent as defined by Item 7(d)(3)(iv) of Schedule 14A under the Securities Exchange Act of 1934, as amended. The board of directors has adopted a written charter for the audit committee. This committee held nine meetings in fiscal 2002.

The primary functions of the audit committee are to:

- review investigations into matters relating to audit functions;
- review with independent accountants the plan for and results of the audit engagement;
- review the independence of the auditors;
- consider the range of audit and non-audit fees;
- review the adequacy of Flowers Foods' system of internal accounting controls; and
- review related party transactions.

The board of directors and the audit committee are in the process of reviewing and revising the powers and responsibilities of the audit committee and the audit committee charter as a result of the Sarbanes-Oxley Act and proposed changes to the rules of the New York Stock Exchange. As part of that process, the board of directors has recently expanded the authority of the audit committee, pending the effectiveness of certain

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provisions of the Sarbanes-Oxley Act and the proposed New York Stock Exchange rules. The audit committee now has the sole authority to:

retain and terminate the company's independent auditors, approve fees and other terms of the engagement of independent auditors and approve any non-audit services provided by such independent auditors;

oversee the independent auditors (including the resolution of disagreements between the independent auditors and management of the company);

discuss the company's annual audited financial statements and quarterly financial statements, as well as the disclosures contained in Management's Discussion and Analysis of Financial Condition and Results of Operations of each report on Form 10-Q or Form 10-K to be filed with the Securities and Exchange Commission, with management and the independent auditors; and

obtain advice and assistance from outside legal, accounting or other advisors, as appropriate, retain such advisors, determine the fees and other terms of their engagements and pay the fees for such engagements.

Nominating and Governance Committee

The members of the nominating and governance committee are Jackie M. Ward, Amos R. McMullian and Joseph L. Lanier, Jr. The functions of the nominating and governance committee are to:

select or recommend to our board of directors nominees for election as directors;

consider the performance of incumbent directors in determining whether to nominate them for reelection;

monitor and evaluate the company's corporate governance principles; and

recommend modifications to the company's corporate governance principles.

This committee held one meeting in fiscal 2002. The nominating and governance committee will consider nominations for our next annual meeting that are submitted by shareholders in writing to our corporate secretary at our principal executive office between March 1, 2004 and March 31, 2004.

Compensation Committee

The members of the compensation committee are Joseph L. Lanier, Jr., Franklin L. Burke and Jackie M. Ward. This committee's primary functions are to:

approve, or recommend to our board of directors approval of, compensation plans for officers and directors;

approve, or recommend to the board of directors approval of, remuneration arrangements for directors and senior management; and

grant benefits under compensation plans.

This committee held three meetings in fiscal 2002.

Directors Fees

Each non-employee director receives an option to purchase 15,000 shares of our common stock upon that director's initial election to our board of directors. Additionally, each non-employee director receives payments pursuant to a standard arrangement. For fiscal 2002, these directors received: (i) a retainer of \$2,500 per month; (ii) \$1,000 for each meeting of the board of directors or committee of the board of directors attended, with each chairman of a committee receiving an annual retainer of \$5,000; and (iii) reimbursement for travel expenses. In November 2002, the board of directors increased the fee for each meeting of the board of directors or committee of the board of directors attended to \$1,500 for all such meetings held in the future.

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Also in November 2002, the board of directors increased the annual retainers for the audit and compensation committee chairmen to \$15,000 and \$10,000, respectively. The annual retainer for the chairman of the nominating and governance committee remained unchanged.

Non-employee directors are eligible to participate in our 2001 Equity and Performance Incentive Plan (the "EPIP"), our Stock Appreciation Rights Plan (the "SAR Plan") and our Executive Deferred Compensation Plan (the "EDCP"). Under the EPIP non-employee directors received non-qualified stock options as described above. Options vest one-year from the date of grant and the non-employee director has ten years to exercise these options. Under the SAR Plan, a non-employee director may elect to receive stock appreciation rights in lieu of cash payments for the retainers described above. Stock appreciation rights granted under the SAR Plan do not give the director an equity interest in the company. Stock appreciation rights vest one year from the date of issuance and the director has ten years to exercise these rights. The company is required to value stock appreciation rights at a required measurement date based on the difference in the fair market value of the company's common stock on such measurement date and the grant price. The difference in those prices is recorded as an expense to the company. Additionally, each stock appreciation right receives credit for any dividends paid on an equivalent number of shares of the company's common stock. Under the EDCP, non-employee directors may elect to defer all or any portion of their annual retainer and meeting fees. All deferrals earn interest until paid to the director. Generally, the deferral plus interest is paid to the director upon retirement or termination from the board of directors.

SECURITY OWNERSHIP OF MANAGEMENT

The following table lists information as of February 14, 2003 about the number of shares owned by each director, each director-nominee, each executive officer listed on the summary compensation table included later in this proxy statement, and by all of our directors and executive officers as a group:

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership(1)	Percent of Class(1)
Joe E. Beverly	40,869(2)	*
Franklin L. Burke	19,336(3)	*
Robert P. Crozer	1,174,482(4)	3.92%
George E. Deese	181,107(5)	*
L. S. Flowers	203,698(6)	*
Joseph L. Lanier, Jr.	39,151(7)	*
Gene D. Lord	25,214	*
Amos R. McMullian	371,517	1.24%
J. V. Shields, Jr.	2,282,163(8)	7.61%
Allen L. Shiver	15,951(9)	*
Marta J. Turner	3,165	*
Jackie M. Ward	16,875	*
C. Martin Wood III	1,030,581(10)	3.44%
Jimmy M. Woodward	4,142	*
All Directors and Executive Officers as a group (14 persons)	5,408,251	18.04%

* Represents beneficial ownership of less than 1% of Flowers Foods common stock

(1) Unless otherwise indicated, each person has sole voting and dispositive power with respect to all shares listed opposite his or her name.

(2) Includes unexercised stock options for 15,000 shares and 13,974 shares owned by the spouse of Mr. Beverly, as to which shares Mr. Beverly disclaims any beneficial ownership.

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- (3) Includes unexercised stock options for 15,000 shares and 2,625 shares owned by the spouse of Mr. Burke, over which shares Mr. Burke has investment authority.
- (4) Includes 1,068,992 shares held by a limited liability company, whose members are Mr. Crozer, his spouse, the Robert Page Crozer, Jr. 1984 Irrevocable Trust, the William Flowers Crozer 1985 Irrevocable Trust, Netherleigh Associates LP, Netherleigh II LP, and the Crozer Irrevocable Life Insurance Trust and 6,834 shares held by a limited partnership in which Mr. Crozer and his spouse are the general partners and (i) 24,409 shares held by a charitable remainder trust of which Mr. Crozer and his spouse are the trustees and Mr. Crozer and his spouse are the income beneficiaries and The Crozer Family Foundation, Inc. is the remainder beneficiary, (ii) 2,277 shares owned by a child of Mr. Crozer, and (iii) 71,970 shares held by a charitable lead trust of which Mr. Crozer and his spouse are the trustees and their children are beneficiaries. Mr. Crozer disclaims any beneficial ownership to the shares described in clauses (i), (ii) and (iii) of this footnote.
- (5) Includes 6,624 shares owned by the spouse of Mr. Deese, as to which Mr. Deese disclaims any beneficial ownership.
- (6) Includes unexercised stock options for 15,000 shares. Also includes 92,052 shares owned by the spouse of Mr. Flowers, as to which Mr. Flowers disclaims any beneficial ownership.
- (7) Includes unexercised stock options for 15,000 shares. Also includes 7,167 shares owned by the spouse of Mr. Lanier, as to which Mr. Lanier disclaims any beneficial ownership.
- (8) Includes unexercised stock options for 15,000 shares. Also includes (i) 1,189,013 shares held by investment advisory clients of Capital Management Associates, Inc., of which Mr. Shields is Chairman of the board of directors and Chief Executive Officer, and (ii) 1,055,650 shares owned by the spouse of Mr. Shields, as to which Mr. Shields disclaims any beneficial ownership. Mr. Shields' business address is Shields & Company, 140 Broadway, New York, NY 10005.
- (9) Includes 1,744 shares held by Mr. Shiver as custodian for his minor children, as to which shares Mr. Shiver disclaims any beneficial ownership.
- (10) Includes unexercised stock options for 15,000 shares. Also includes 15,390 shares held by a trust of which Mr. Wood is co-trustee and 860,917 shares owned by the spouse of Mr. Wood, as to which shares Mr. Wood disclaims any beneficial ownership.

Section 16(a) Beneficial Ownership Reporting Compliance

We believe all stock transaction reports required to be filed by Section 16(a) of the Securities Exchange Act of 1934 with the Securities and Exchange Commission were timely filed in fiscal 2002 by directors and executive officers.

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The following table provides certain summary information for fiscal 2002 and a portion of fiscal 2001 concerning compensation of the Chief Executive Officer and each of the four other most highly compensated executive officers of Flowers Foods.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Compensation				Long-Term Compensation			
	Fiscal Year(1)	Salary (\$)	Bonus (\$)	Other Comp. (\$)	Restricted Stock Awards (\$)	Option Awards (#)	Long Term Incentive Payouts (\$)	All Other Comp. (\$)(2)
Amos R. McMullian Chairman of the Board and Chief Executive Officer	2002	675,000						43,650
	2001	480,288	522,891			397,200		8,236
George E. Deese President and Chief Operating Officer	2002	394,792	240,360					37,765
	2001	272,000	152,048			115,500		7,086
Jimmy M. Woodward Senior Vice President and Chief Financial Officer	2002	300,000	75,000					18,918
	2001	213,462	134,849			115,500		4,196
Gene D. Lord President and Chief Operating Officer, Flowers Bakeries	2002	285,954	167,036					100
	2001	235,000	70,735			49,800		100
Allen L. Shiver President and Chief Operating Officer, Flowers Snack	2002	268,462	118,432					2,554
	2001	241,000	72,541			69,000		100

(1) 2001 represents the period March 26, 2001 to December 29, 2001.

(2) For fiscal 2001 and 2002, consists of contributions by the company under certain defined contribution plans and the Executive Deferred Compensation Plan.

Option Grants in Last Fiscal Year

No options were granted to any of our executive officers named in the summary compensation table during fiscal 2002.

Aggregated Option Exercises and Fiscal Year End Option Values

None of our executive officers named in the summary compensation table exercised options during the fiscal year ended December 28, 2002. The table below provides information on the value of options held by such executive officers, based on the value of such options on December 27, 2002. This value is calculated as the difference between the exercise price of the option and \$19.17 per share, which was the

closing price of our

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common stock on that date as reported in the Record of Composite Transactions for New York Stock Exchange listed securities and printed in *The Wall Street Journal*.

Name	Shares Acquired on Exercise (#)	Value Realized (\$)	Number of Securities Underlying Unexercised Options At Fiscal Year End(#)		Value of Unexercised In-the-Money Options at Fiscal Year End(\$)	
			Exercisable	Unexercisable	Exercisable	Unexercisable
Amos R. McMullian				397,200		1,970,112
George E. Deese				115,500		572,880
Jimmy M. Woodward				115,500		572,880
Gene D. Lord				49,800		247,008
Allen L. Shiver				69,000		342,240

Separation Agreements

We entered into separation agreements with specified executive officers (as such term is defined under the Securities Exchange Act of 1934, as amended). These agreements serve as memoranda of the change in control benefits under certain of our benefit plans, and provide additional benefits, including relocation benefits and certain welfare benefits, in the event of a termination of employment following a change in control. These agreements also provide for tax gross-up payments to neutralize any excise taxes that are imposed on payments subject to Section 4999 of the Internal Revenue Code of 1986, as amended, referred to as the Code, and any additional income taxes that are attributable to those payments. Our compensation committee may select, in its sole discretion, any additional executives to be offered such separation agreements.

Retirement Plan

We adopted the Flowers Foods, Inc. Retirement Plan No. 1, referred to as the retirement plan, which provides a defined benefit pension upon retirement to eligible employees of participating subsidiaries (but not to employees of Flowers Foods) that is based upon each year of service with the participating subsidiary. Additionally, the retirement plan provides a defined benefit pension upon retirement to eligible employees (including employees of non-participating subsidiaries and of Flowers Foods) who were participants under the Flowers Industries, Inc. Retirement Plan No. 1 prior to the spin-off that is based upon each year of service with Flowers Industries, Inc. and/or certain of its subsidiaries. The pension benefit is the sum of annual credits earned during eligible employment. The basic annual credit is 1.35% of the first \$10,000 of W-2 earnings (subject to certain exclusions) for each year of service and 2% of W-2 earnings (subject to certain exclusions) in excess of \$10,000 for each year of service. Certain additional annual credits are provided for a limited group of participants in the retirement plan. The table below includes the estimated amounts that are payable to the individuals indicated upon their retirement at age 65 under the provisions of the retirement plan, assuming that payment is made in the form of a life annuity. Effective as of the date of our spin-off from Flowers Industries, Inc., Messrs. McMullian, Deese and Woodward had accrued a fixed benefit under the retirement plan as set forth in the table below, and will not earn additional benefits under the retirement plan for years of service with Flowers Foods and/or non-participating subsidiaries. Effective as of July 14, 2002, Mr. Shiver had accrued a fixed benefit under the retirement plan as set forth in the table below, and will not earn additional benefits under the retirement plan for years of service with non-participating subsidiaries.

Disclosure For Certain Individuals

	Credited Years of Service	Projected Annual Benefit
Amos R. McMullian	38	\$ 137,950
George E. Deese	37	\$ 98,051
Jimmy M. Woodward	16	\$ 36,383
Gene D. Lord	37	\$ 148,994
Allen L. Shiver	23	\$ 43,746

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Supplemental Executive Retirement Plan

Our supplemental executive retirement plan, referred to as the SERP, provides a supplemental retirement income benefit for any executive who is a participant in the retirement plan, if his retirement plan benefit is subject to restrictions that apply to tax-qualified plans. The supplemental benefit is equal to (i) the benefit he would have received according to the retirement plan formula if he had not been subject to limitations on maximum benefits or pensionable compensation received from tax-qualified plans and if certain amounts of compensation that he elected to defer under non-qualified deferred compensation programs were taken into account as pensionable compensation, minus (ii) the amount he will receive from the retirement plan, as adjusted for these limits, and minus (iii) the amount of the monthly accrued benefit under the Flowers Industries, Inc. Supplemental Executive Retirement Plan as of March 26, 2001, which was paid out in the form of a lump sum in connection with the termination of that plan. The SERP is not tax-qualified. The purpose of the plan is to ensure that each participating executive's total retirement income benefits will equal the amounts that would have been payable to him under the retirement plan absent the limitations described above. Payments pursuant to this plan will be calculated in the form of a life only annuity, and the actuarial equivalent thereof will be paid in the form which the participating executive has elected for purposes of the retirement plan. Payments will be made from Flowers Foods' general assets. Payments generally will be made at the same time as the participant's distributions from the retirement plan, except in the event of a change in control of Flowers Foods, in which event the actuarial equivalent of anticipated payments will be paid immediately in a lump sum. Accruals under this plan during fiscal 2002 amounted to \$110,397, and there were no distributions from the plan during fiscal 2002.

Executive Deferred Compensation Plan

Our Executive Deferred Compensation Plan, referred to as the EDCP, allows certain members of management to defer the receipt of a percentage of their salary and bonus. The EDCP is not a tax-qualified plan. The purpose of the EDCP is to provide a benefit to certain members of management whose contributions to the company's defined contribution plan, a tax qualified plan, are limited by statutory restrictions. The participants' deferrals are credited to an account established for the participant and earn interest until paid. Additionally, the company makes contributions to the plan on behalf of the participant, which also earn interest until paid. Generally, the deferrals and company contributions plus interest are paid to the participant upon termination of employment. Contributions to the EDCP, made by the company on behalf of the executives and included in the "all other compensation" column of the executive compensation table above, amounted to \$79,333 in fiscal 2002. There were no distributions from the plan during fiscal 2002.

Report on Executive Compensation

Our executive compensation program is administered by the compensation committee of our board of directors, which is comprised of three non-employee directors. Our compensation committee met three times during fiscal 2002 to evaluate the executive compensation program to assure that it is reasonable, equitable and competitive. The compensation committee considers the recommendations of independent compensation specialists in evaluating compen