

LORD GENE D
Form 4
November 28, 2012

FORM 4

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

OMB APPROVAL

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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 *
LORD GENE D

(Last) (First) (Middle)
1925 FLOWERS CIRCLE
(Street)

THOMASVILLE, GA 31757

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/26/2012

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)
EVP & Chief Operating Officer

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)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	11/26/2012		M			52,087	A	\$ 12.45	442,843	D	
Common Stock	11/27/2012		G	V	400		D	\$ 22.95	442,443	D	
Common Stock	11/28/2012		S		5,700		D	\$ 23.0075	436,743	D	
Common Stock	11/28/2012		S		5,100		D	\$ 23.026	431,643	D	
Common Stock	11/28/2012		S		10,000		D	\$ 22.9984	421,643	D	

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Common Stock	11/28/2012	S	15,000	D	\$ 23.1525	406,643	D	
Common Stock	11/28/2012	S	100	D	\$ 22.975	406,543	D	
Common Stock						6,167	I	By 401(k) <u>(1)</u>

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option (Right to Buy) <u>(2)</u>	\$ 12.45	11/26/2012		M	52,087	01/03/2009	01/03/2013	Common Stock	52,087
Option (Right to Buy) <u>(2)</u>	\$ 13.05					02/05/2010	02/05/2014	Common Stock	68,512
Option (Right to Buy) <u>(2)</u>	\$ 16.5					02/04/2011	02/04/2015	Common Stock	69,523
Option (Right to Buy) <u>(2)</u>	\$ 15.89					02/09/2012	02/09/2016	Common Stock	84,075
Option (Right to Buy) <u>(2)</u>	\$ 16.67					02/09/2013	02/09/2017	Common Stock	98,250
Option (Right to Buy) <u>(2)</u>	\$ 16.31					02/10/2014	02/10/2018	Common Stock	137,770
Restricted Stock	\$ 0 <u>(3)</u>					<u>(4)</u>	<u>(5)</u>	Common Stock	20,850

Award (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LORD GENE D 1925 FLOWERS CIRCLE THOMASVILLE, GA 31757			EVP & Chief Operating Officer	

Signatures

/s/ Stephen R. Avera,
Agent

11/28/2012

 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) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of 12/31/2011.
- (2) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (3) In accordance with the terms of the 2011 Restricted Stock Award Agreement, the performance shares awarded do not have a conversion or exercise price.
- (4) The company anticipates that in accordance with the terms of the 2011 Restricted Stock Award Agreement the vesting date of the performance shares awarded shall be the date of the filing of the company's Annual Report on Form 10-K with the SEC in 2013.
- (5) Grant expires on the vesting date if performance measures are not met.

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.