

1 800 FLOWERS COM INC
Form 4
March 06, 2015

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 *
MCCANN CHRISTOPHER G

2. Issuer Name and Ticker or Trading Symbol
1 800 FLOWERS COM INC
[FLWS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE OLD COUNTRY ROAD, SUITE 500

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2015

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

CARLE PLACE, NY 11514

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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	(D)	Price
Class A Common Stock	03/04/2015		M		36,327	A	\$ 6.52 1,601,713
Class A Common Stock	03/04/2015		S		36,327	D	\$ 12.72 1,565,386 (1)
Class A Common Stock	03/05/2015		M		100,000	A	\$ 6.52 1,665,386
Class A Common Stock	03/05/2015		S		100,000	D	\$ 1,565,386

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Common Stock						12.53 (2)		
Class A Common Stock	03/06/2015		M	163,673	A	\$ 6.52	1,729,059	D
Class A Common Stock	03/05/2015		S	158,031	D	\$ 12.3 (3)	1,571,028	D
Class A Common Stock	03/05/2015		S	5,642	D	\$ 12.2 (4)	1,565,386	D

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
									Number of Shares
Stock Option (Right to Buy)	\$ 6.52	03/04/2015		M	36,327	10/13/2007 ⁽⁵⁾	10/13/2015	Class A Common Stock	36,327
Stock Option (Right to Buy)	\$ 6.52	03/05/2015		M	100,000	10/13/2007 ⁽⁵⁾	10/13/2015	Class A Common Stock	100,000
Stock Option (Right to Buy)	\$ 6.52	03/05/2015		M	163,673	10/13/2007 ⁽⁵⁾	10/13/2015	Class A Common Stock	163,673

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

	Director	10% Owner	Officer	Other
MCCANN CHRISTOPHER G ONE OLD COUNTRY ROAD SUITE 500 CARLE PLACE, NY 11514	X	X	President	

Signatures

/s/Christopher G.
McCann

03/06/2015

 **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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.65 to \$13.06, inclusive. The reporting person undertakes to provide to 1-800-FLOWERS.COM, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.27 to \$12.60, inclusive. The reporting person undertakes to provide to 1-800-FLOWERS.COM, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactios at prices ranging from \$12.25 to \$12.47, inclusive. The reporting person undertakes to provide to 1-800-FLOWERS.COM, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.20 to \$12.21, inclusive. The reporting person undertakes to provide to 1-800-FLOWERS.COM, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth above.

(5) The option became exercisable with respect to 40% of the shares on October 13, 2007, which was the second anniversary of the date on which the option was granted, and became exercisable for an additional 20% on each of October 13, 2008, October 13, 2009 and October 13, 2010

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.