

LAUDER KARYL H  
Form 4  
February 09, 2009

**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 \*  
LAUDER KARYL H

(Last) (First) (Middle)  
100 FOX RIDGE LANE  
(Street)

THOMASVILLE, GA 31792

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/05/2009

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)  
SVP & Chief Accounting 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/05/2009		M	3,150 A \$ 0	23,863	D	
Common Stock	02/05/2009		F	1,217 D \$ 23.71	22,646	D	
Common Stock					1,325 <sup>(1)</sup>	I	By 401(k)
Common Stock					7,079	I	By Spouse <sup>(2)</sup>

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Award <sup>(3)</sup>	\$ 0	02/05/2009		A	525 <sup>(4)</sup>	02/05/2009 02/05/2009 <sup>(5)</sup>	Common Stock	525
Restricted Stock Award <sup>(3)</sup>	\$ 0	02/05/2009		M	3,150	02/05/2009 02/05/2009 <sup>(5)</sup>	Common Stock	3,150
Option (Right to Buy) <sup>(3)</sup>	\$ 9.34					07/16/2007 07/16/2013	Common Stock	61,000
Option (Right to Buy) <sup>(3)</sup>	\$ 18.68					01/03/2009 01/03/2013	Common Stock	9,000
Option (Right to Buy) <sup>(3)</sup>	\$ 19.57					02/05/2010 02/05/2014	Common Stock	9,800
Option (Right to Buy) <sup>(3)</sup>	\$ 24.75					02/04/2011 02/04/2015	Common Stock	14,300
Restricted Stock Award <sup>(3)</sup>	\$ 0					02/04/2010 02/04/2010 <sup>(5)</sup>	Common Stock	3,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			SVP & Chief Accounting Officer	

LAUDER KARYL H  
100 FOX RIDGE LANE  
THOMASVILLE, GA 31792

## Signatures

/s/ Stephen R. Avera,  
Agent

02/09/2009

\_\_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 12/31/2008.
- (2) Beneficial ownership is disclaimed.
- (3) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (4) The number of shares acquired represents the maximum number of additional shares, which may be awarded in accordance with the terms of the 2007 Restricted Stock Award Agreement.
- (5) Grant expires on Exercisable 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.

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