



number.

**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) | 8. D         | 9. S                       | 10. (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|--------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |        |
| Option (Right to Buy) <sup>(2)</sup>       | \$ 18.68   |                                      |  |                                |   | 01/03/2009   | 01/03/2013  | Common Stock | 153,900                    |        |
| Option (Right to Buy) <sup>(2)</sup>       | \$ 19.57   |                                      |  |                                |   | 02/05/2010   | 02/05/2014  | Common Stock | 222,000                    |        |
| Option (Right to Buy) <sup>(2)</sup>       | \$ 24.75   |                                      |  |                                |   | 02/04/2011   | 02/04/2015  | Common Stock | 235,100                    |        |
| Restricted Stock Award <sup>(2)</sup>      | \$ 0   |                                      |  |                                |   | 02/04/2010   | <sup>(3)</sup>  | Common Stock | 58,050                     |        |
| Option (Right to Buy) <sup>(2)</sup>       | \$ 23.84   |                                      |  |                                |   | 02/09/2012   | 02/09/2016  | Common Stock | 270,300                    |        |
| Restricted Stock Award <sup>(2)</sup>      | \$ 0   |                                      |  |                                |   | 02/09/2011   | <sup>(3)</sup>  | Common Stock | 55,600                     |        |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| DEESE GEORGE E<br>1919 FLOWERS CIRCLE<br>THOMASVILLE, GA 31757 | X             |           | Chairman-Bd,<br>CEO, President |       |

## Signatures

/s/ Stephen R. Avera,  
Agent

06/11/2009

\_\_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) Beneficial ownership is disclaimed.
- (2) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (3) 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.  
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.