1800 FLOWERS COM INC

Form 4 May 02, 2008

FORM 4

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

OMB APPROVAL

OMB 3235-0287 Number:

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Check this box

obligations may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * MCCANN CHRISTOPHER G

(First)

(Street)

(State)

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

1 800 FLOWERS COM INC [FLWS]

3. Date of Earliest Transaction

(Month/Day/Year) 05/02/2008

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

ONE OLD COUNTRY ROAD, SUITE 500

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

President

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CARLE PLACE, NY 11514

		1 401	ic 1 - Moll-L	erranve s	ccuri	ies Acqu	in cu, Disposcu o	i, oi belleticial	ly Owned
1.Title of Security (Instr. 3)		Year) Execution Date, if Transaction(A) or I			, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Class B Common Stock (1)	05/02/2008		M	118,575	A	\$ 2	118,575	D	
Class B Common Stock (1)	05/02/2008		S	118,575	D	\$ 8.44	0 (2)	D	

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

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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 orDerivative 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 of Number of Shares
Stock Option (Right to Buy)	\$ 2	05/02/2008		M		118,575	07/01/1998	07/01/2008	Class B Common Stock	118,57:

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Othe		
MCCANN CHRISTOPHER G ONE OLD COUNTRY ROAD SUITE 500 CARLE PLACE, NY 11514	X		President			

Signatures

/s/ Christopher G.
McCann
05/02/2008

**Signature of Reporting 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) Class B Common Stock is converted immediately upon sale into Class A Common Stock on a one-for-one basis, without payout of any exercise or conversion price.
 - In addition, the reporting person directly owns 1,936,235 shares of Class A Common Stock, of which 1,811,882 may be acquired within 60 days of May 2, 2008 through the exercise of stock options, and; 850,640 shares of Class B Common Stock; indirectly owns 2,000,000
- (2) shares of Class B Common Stock held by a limited partnership of which the reporting person is a general partner and exercises control, and 52,548 shares of Class B Common Stock held by The McCann Charitable Foundation, Inc. of which the reporting person is a Director and Treasurer.

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.

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