

1 800 FLOWERS COM INC  
Form 5  
August 13, 2012

**FORM 5**

**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). Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
James F. McCann 2010 Grantor  
Retained Annuity Trust

(Last) (First) (Middle)

ONE OLD COUNTRY  
ROAD, SUITE 500

(Street)

CARLE PLACE, NY 11514

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
07/01/2012

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)

6. Individual or Joint/Group Reporting

(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) (A) or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities (Month/Day/Year)		(Instr. 3 and 4)		Title	Amount Number Shares
				Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(A) (D)	Date Exercisable	Expiration Date		
Class B Common Stock	\$ 0	Â	Â	3 <sup>(1)</sup>	Â	Â	Â <sup>(2)</sup>	Â <sup>(2)</sup>	Class A Common Stock 7,902
Class B Common Stock	\$ 0	05/13/2011	Â	G	Â	1,122,102 <sup>(3)</sup>	Â <sup>(2)</sup>	Â <sup>(2)</sup>	Class A Common Stock 1,122
Class B Common Stock	\$ 0	05/13/2012	Â	G	Â	1,411,606 <sup>(3)</sup>	Â <sup>(2)</sup>	Â <sup>(2)</sup>	Class A Common Stock 1,411

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

James F. McCann 2010 Grantor Retained Annuity Trust  
 ONE OLD COUNTRY ROAD  
 SUITE 500  
 CARLE PLACE, NY 11514

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## Signatures

/s/James F. McCann 2010 Grantor Retained Annuity Trust

08/13/2012

\*\*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) The James F. McCann 2010 Grantor Retained Annuity Trust (the "GRAT") became a 10% owner when it received 7,902,891 shares of Class B Common Stock on May 13, 2010 as a gift from James F. McCann
- (2) The Class B Common Stock is convertible at any time into an equal number of shares of Class A Common Stock at the option of the holder thereof. The Class B Common Stock has ten votes per share on all matters subject to the vote of shareholders.
- (3) These shares were distributed by the GRAT to James F. McCann pursuant to the GRAT's obligation to make an annual annuity distribution.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.