#### 1800 FLOWERS COM INC

Form 4

December 11, 2015

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 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

Washington, D.C. 20549

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

DeMark Eugene F

(Last)

(City)

2. Issuer Name and Ticker or Trading

Symbol

1 800 FLOWERS COM INC

[FLWS]

5. Relationship of Reporting Person(s) to Issuer

below)

(Check all applicable)

ONE OLD COUNTRY

3. Date of Earliest Transaction

(Month/Day/Year) 12/07/2015

X\_ Director 10% Owner Other (specify Officer (give title

ROAD, SUITE 500

(Street)

(State)

(First)

(Middle)

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

5. Amount of 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Price (D) Code V Amount Class A Α 2,345 20,196

Common 12/07/2015 Stock

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

### Edgar Filing: 1 800 FLOWERS COM INC - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	onth/Day/Year) (Instr. 8) Derivative				Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								٨	mount		
								01			
						Date Exercisable	Expiration Date		umber		
								of			
				Code V	(A) (D)				hares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Topotong o mare rume, remarks	Director	10% Owner	Officer	Other			
DeMark Eugene F ONE OLD COUNTRY ROAD SUITE 500 CARLE PLACE, NY 11514	X						

### **Signatures**

/s/Eugene F. 12/11/2015 DeMark \*\*Signature of Date Reporting Person

## **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).

The Restricted Shares were issued under Mr. DeMark's compensation package as a Director of the Company. Each non-employee Director of the Company receives on the date of the Annual Shareholder Meeting shares of Class A Common Stock valued at \$20,000 **(1)** based on the closing price of the stock on the day of the annual meeting of the stockholders and vest on the first anniversary of the grant

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.

Reporting Owners 2