

1 800 FLOWERS COM INC
 Form 5
 August 06, 2015

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 *
MCCANN JAMES F

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/28/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

**ONE OLD COUNTRY ROAD
 SUITE 500**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

CARLE PLACE, NY 11514

(City) (State) (Zip)

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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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)		Date Exercisable	Expiration Date	Title	Amount Number Shares	
				Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3 and 4)					
(A)	(D)			(A)	(D)					
Class B Common Stock	Â	12/11/2014	Â	G	Â	2,022,981 (2)	Â (3)	Â (3)	Class A Common Stock	2,022
Class B Common Stock	Â	05/13/2015	Â	G	Â	2,748,550 (4)	Â (3)	Â (3)	Class A Common Stock	2,748
Class B Common Stock	Â	Â	Â	Â	Â	Â	Â (3)	Â (3)	Class A Common Stock	20,16
Class B Common Stock	Â	Â	Â	Â	Â	Â	Â (3)	Â (3)	Class A Common Stock	2,999

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCANN JAMES F ONE OLD COUNTRY ROAD SUITE 500 CARLE PLACE, NY 11514	Â X	Â X	Â Chairman and CEO	Â

Signatures

/s/ James F.
McCann

08/06/2015

**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) N/A

(2) On December 11, 2009, the reporting person contributed 6,718,187 shares of Class B Common Stock to a grantor retained annuity trust for the benefit of himself and his three adult children. Upon termination of the trust on December 11, 2014, 2,022,981 of the shares were transferred to trusts for the benefit of the reporting person's children. The remaining 4,695,206 shares were previously distributed to the reporting person and continue to be reported in this Form 5 as directly owned.

(3) 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.

(4) On May 13, 2010, the reporting person contributed 7,902,891 shares of Class B Common Stock to a grantor retained annuity trust for the benefit of himself and his three adult children. Upon termination of the trust on May 13, 2015, 2,748,550 of the shares were transferred to trusts for the benefit of the reporting person's children. The remaining 5,154,341 shares were previously distributed to the reporting person and continue to be reported in this Form 5 as directly owned.

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.