

MCCANN JAMES F
Form 4
July 27, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

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. Date of Earliest Transaction (Month/Day/Year)
06/12/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Exec. Chairman of the Board

ONE OLD COUNTRY ROAD, SUITE 500

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CARLE PLACE, NY 11514

(City) (State) (Zip)

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)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock						513,783	D
Class A Common Stock						480	I By spouse
Class A Common Stock						2,265,197 ⁽¹⁾	I By Erin McCann 2005 Trust
Class A						2,265,197 ⁽¹⁾	I By James

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Common Stock						McCann 2005 Trust
Class A Common Stock				2,265,196 <u>(1)</u>	I	By Matthew McCann 2005 Trust
Class A Common Stock				492,368 <u>(1)</u>	I	By The James F. McCann 2012 Family Trust - Portion I
Class A Common Stock				869,033 <u>(1)</u>	I	By The James F. McCann 2012 Family Trust - Portion II

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

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SEC 1474
(9-02)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Class B Common Stock	\$ 0	06/12/2017		G	V 1,361,401 <u>(2)</u>	<u>(3)</u> <u>(3)</u>	Class A Common Stock 1,361,401
Class B Common Stock	\$ 0					<u>(3)</u> <u>(3)</u>	Class A Common Stock 21,803,000

Class B Common Stock	\$ 0	(3)	(3)	Class A Common Stock	3,875,000 (1)
Class B Common Stock	\$ 0	(3)	(3)	Class A Common Stock	1,608,000 (1)

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	X	X	Exec. Chairman of the Board	

Signatures

/s/ James F.
McCann

07/18/2017

**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 Reporting Person's spouse may be deemed to have acquired beneficial ownership of these securities upon entering into a stockholders' agreement applicable to such securities.

On June 11, 2014, the reporting person contributed 3,570,600 shares of Class B Common Stock to a grantor retained annuity trust for the benefit of himself and his descendants. Upon termination of the trust on June 12, 2017, 1,361,401 of the shares were transferred to trusts for the benefit of the reporting person's descendants. The remaining 2,209,199 shares were previously distributed to the reporting person and continue to be reported in this Form 4 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.

Remarks:

The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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