

1 800 FLOWERS COM INC
Form 4
February 08, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
J P MORGAN PARTNERS SBIC LLC

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)
02/04/2005

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

C/O J.P. MORGAN PARTNERS, 1221 AVENUE OF THE AMERICAS 40TH FLOOR

(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

NEW YORK, NY 10020

(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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	02/04/2005		S	125,000	D	\$ 7.95	3,083,240 D
Class A Common Stock	02/04/2005		S	25,000	D	\$ 7.96	3,058,240 D
Class A Common Stock	02/04/2005		S	47,170	D	\$ 7.99	3,011,070 D

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Class A
Common Stock 02/04/2005 S 2,830 D \$ 8 3,008,240 D

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 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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Stock Option (Right to Purchase) (2)	\$ 3.65					(1) 12/06/2010	Class A Common Stock	25,000
Stock Option (Right to Purchase) (2)	\$ 14.34					(1) 12/04/2011	Class A Common Stock	5,000
Stock Option (Right to Purchase)	\$ 10.46					(1) 12/04/2012	Class A Common Stock	5,000
Stock Option (Right to Purchase)	\$ 11.81					(1) 12/02/2013	Class A Common Stock	5,000
Stock Option (Right to Purchase)	\$ 8.78					(1) 12/10/2014	Class A Common Stock	10,000

