1 800 FLOWERS COM INC

Form 4

February 08, 2005

FORM 4

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

OMB Number:

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

3235-0287

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

1(b).

(Print or Type Responses)

(Last)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer

1. Name and Address of Reporting Person * J P MORGAN PARTNERS SBIC LLC

(First)

Symbol 1 800 FLOWERS COM INC

(Check all applicable)

[FLWS]

(Middle)

3. Date of Earliest Transaction (Month/Day/Year)

02/04/2005

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

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

> (Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

Form filed by One Reporting Person X_ Form filed by More than One Reporting Person

NEW YORK, NY 10020

(City)	(State)	(Zip) Tabl	e I - Non-E	Derivative S	ecuriti	ies Acqu	ired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
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 02/04/2005 S 2,830 D \$ 8 3,008,240 D

Stock

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. Transactic Code (Instr. 8)	5. orNumber 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 I S
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Purchase)	\$ 3.65					<u>(1)</u>	12/06/2010	Class A Common Stock	25,000	
Stock Option (Right to Purchase)	\$ 14.34					<u>(1)</u>	12/04/2011	Class A Common Stock	5,000	
Stock Option (Right to Purchase)	\$ 10.46					<u>(1)</u>	12/04/2012	Class A Common Stock	5,000	
Stock Option (Right to Purchase)	\$ 11.81					<u>(1)</u>	12/02/2013	Class A Common Stock	5,000	
Stock Option (Right to Purchase)	\$ 8.78					<u>(1)</u>	12/10/2014	Class A Common Stock	10,000	

8. Pri Deriv Secur (Instr

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
J P MORGAN PARTNERS SBIC LLC C/O J.P. MORGAN PARTNERS 1221 AVENUE OF THE AMERICAS 40TH FLOOR NEW YORK, NY 10020		X				
JP MORGAN PARTNERS BHCA LP J.P. MORGAN PARTNERS 1221 AVENUE OF THE AMERICAS 40TH FLOOR NEW YORK, NY 10020		X				
JPMP MASTER FUND MANAGER L P JP MORGAN PARTNERS LLC 1221 AVENUE OF THE AMERICAS 40TH FLOOR NEW YORK, NY 10020		X				
JPMP CAPITAL CORP C/O J.P. MORGAN PARTNERS, LLC 1221 AVENUE OF THE AMERICAS 40TH FLOOR NEW YORK, NY 10020		X				
Signatures						
J.P. Morgan Partners (SBIC), LLC By: /s/ Jeffrey C. W. President	alker,		02/08/20	005		

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

**Signature of Reporting Person

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These stock options are immediately exercisable.
 - The stock options were granted to Jeffrey Walker, a director of the Issuer, President of J.P. Morgan Partners (SBIC), LLC ("JPM SBIC").

Date

- (2) Mr. Walker is obligated to exercise the options, and to transfer any shares issued under the stock options to JPM SBIC, at the request of JPM SBIC. In July 2002, these shares were transferred to JPM SBIC.
- (3) These stock options were issued to J.P. Morgan Partners, LLC, the investment advisor to JPM SBIC.

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.

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