

RAZMINAS VYTO F  
Form 4  
August 27, 2008

**FORM 4**

**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).

**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 \*  
RAZMINAS VYTO F

(Last) (First) (Middle)  
1310 MILLPOND ROAD  
(Street)

THOMASVILLE, GA 31792

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
FLOWERS FOODS INC [FLO]

3. Date of Earliest Transaction (Month/Day/Year)  
08/26/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP&Chief Information Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)	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)
			Code	V Amount (A) or (D) Price			
Common Stock	08/26/2008		P	4,000 A \$ 24.9685	6,100	D	
Common Stock					73	I	401(k)

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

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SEC 1474 (9-02)

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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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Award <sup>(1)</sup>	\$ 0					02/04/2010	02/04/2010 <sup>(2)</sup>	Common Stock	2,300
Option (Right to Buy) <sup>(1)</sup>	\$ 18.68					01/03/2009	01/03/2013	Common Stock	9,075
Option (Right to Buy) <sup>(1)</sup>	\$ 24.75					02/04/2011	02/04/2015	Common Stock	9,400
Restricted Stock Award <sup>(1)</sup>	\$ 0					02/05/2009	02/05/2009 <sup>(2)</sup>	Common Stock	2,625
Option (Right to Buy) <sup>(1)</sup>	\$ 19.57					02/05/2010	02/05/2014	Common Stock	9,825
Option (Right to Buy) <sup>(1)</sup>	\$ 19.57					02/05/2010	02/05/2014	Common Stock	1,725
Option (Right to Buy) <sup>(1)</sup>	\$ 24.75					02/04/2011	02/04/2015	Common Stock	1,800
Restricted Stock Award <sup>(1)</sup>	\$ 0					02/05/2009	02/05/2009 <sup>(2)</sup>	Common Stock	450
Restricted Stock Award <sup>(1)</sup>	\$ 0					02/04/2010	02/04/2010 <sup>(2)</sup>	Common Stock	450

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAZMINAS VYTO F 1310 MILLPOND ROAD THOMASVILLE, GA 31792			SVP&Chief Information Officer	

## Signatures

/s/ Stephen R. Avera,  
Agent 08/27/2008

\_\_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) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (2) Grant expires on Exercisable Date if performance measures are not met.
- (3) Beneficial ownership is disclaimed.

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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