

ALEXANDER BRAD K
 Form 4
 February 09, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
 ALEXANDER BRAD K

(Last) (First) (Middle)

405 MEANDER TRACE

(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)
 02/05/2009

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)

President, Flowers Bakeries

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/05/2009 | | M | 4,770 A \$ 0 | 29,330 ⁽⁶⁾ | D | |
| Common Stock | | | | | 1,403 | I | By 401(k) |
| Common Stock | | | | | 273 ⁽⁶⁾ | I ⁽¹⁾ | Minor Children ⁽²⁾ |
| Common Stock | | | | | 137 ⁽⁶⁾ | I ⁽¹⁾ | Adult Child |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Award ⁽⁴⁾ | \$ 0 | 02/05/2009 | | A | 795 ⁽⁵⁾ | 02/05/2009 02/05/2009 ⁽³⁾ | Common Stock | 79 |
| Restricted Stock Award ⁽⁴⁾ | \$ 0 | 02/05/2009 | | M | 4,770 | 02/05/2009 02/05/2009 ⁽³⁾ | Common Stock | 4,770 |
| Option (Right to Buy) ⁽⁴⁾ | \$ 9.34 | | | | | 07/16/2007 07/16/2013 | Common Stock | 5,800 |
| Option (Right to Buy) ⁽⁴⁾ | \$ 18.68 | | | | | 01/03/2009 01/03/2013 | Common Stock | 13,500 |
| Option (Right to Buy) ⁽⁴⁾ | \$ 19.57 | | | | | 02/05/2010 02/05/2014 | Common Stock | 14,800 |
| Option (Right to Buy) ⁽⁴⁾ | \$ 24.75 | | | | | 02/04/2011 02/04/2015 | Common Stock | 14,400 |
| Restricted Stock Award ⁽⁴⁾ | \$ 0 | | | | | 02/04/2010 02/04/2010 ⁽³⁾ | Common Stock | 3,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

President, Flowers Bakeries

ALEXANDER BRAD K
405 MEANDER TRACE
THOMASVILLE, GA 31792

Signatures

/s/ Stephen R. Avera,
Agent

02/09/2009

__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) Beneficial ownership is disclaimed.
- (2) By reporting person as custodian for his minor children. Beneficial ownership is disclaimed.
- (3) Grant expires on Exercisable Date if performance measures are not met.
- (4) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (5) The number of shares acquired represents the maximum number of additional shares, which may be awarded in accordance with the terms of the 2007 Restricted Stock Award Agreement.
- (6) Total includes shares acquired through reinvestment of dividends.

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.