



number.

**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. D	9. S	10. (I
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (Right to Buy) <sup>(2)</sup>	\$ 18.68					01/03/2009	01/03/2013	Common Stock	153,900	
Option (Right to Buy) <sup>(2)</sup>	\$ 19.57					02/05/2010	02/05/2014	Common Stock	222,000	
Option (Right to Buy) <sup>(2)</sup>	\$ 24.75					02/04/2011	02/04/2015	Common Stock	235,100	
Restricted Stock Award <sup>(2)</sup>	\$ 0					02/04/2010	<sup>(3)</sup>	Common Stock	58,050	
Option (Right to Buy) <sup>(2)</sup>	\$ 23.84					02/09/2012	02/09/2016	Common Stock	270,300	
Restricted Stock Award <sup>(2)</sup>	\$ 0					02/09/2011	<sup>(3)</sup>	Common Stock	55,600	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEESE GEORGE E 1919 FLOWERS CIRCLE THOMASVILLE, GA 31757	X		Chairman-Bd, CEO, President	

## Signatures

/s/ Stephen R. Avera,  
Agent

06/11/2009

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

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.