

BURKE FRANKLIN L
Form 4
May 31, 2011

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 *
BURKE FRANKLIN L

(Last) (First) (Middle)

8058 CHARLESTON HIGHWAY

(Street)

WALTERBORO, SC 29488

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/27/2011

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | | | | (A) or (D) | 53,448 | D | |
| Common Stock | | | | (A) or (D) | 27,670 | I | By Spouse |
| Common Stock ⁽¹⁾ | | | | (A) or (D) | 3,017 | I | Flowers Stock Tracking A/C ⁽⁴⁾ |

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

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SEC 1474 (9-02)

displays a currently valid OMB control 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. Pr Deriv Secur (Inst | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Deferred Stock ⁽¹⁾ | \$ 0 ⁽²⁾ | 05/27/2011 | | A | 3,360 | 05/27/2012 | ⁽³⁾ | Common Stock | 3,360 |
| Deferred Stock ⁽¹⁾ | \$ 0 ⁽²⁾ | | | | | 06/05/2008 | ⁽³⁾ | Common Stock | 3,435 |
| Deferred Stock ⁽¹⁾ | \$ 0 ⁽²⁾ | | | | | 02/05/2009 | ⁽³⁾ | Common Stock | 5,130 |
| Deferred Stock ⁽¹⁾ | \$ 0 ⁽²⁾ | | | | | 06/03/2009 | ⁽³⁾ | Common Stock | 3,580 |
| Deferred Stock ⁽¹⁾ | \$ 0 ⁽²⁾ | | | | | 01/02/2010 | ⁽³⁾ | Common Stock | 5,540 |
| Deferred Stock ⁽¹⁾ | \$ 0 ⁽²⁾ | | | | | 06/09/2010 | ⁽³⁾ | Common Stock | 4,730 |
| Deferred Stock ⁽¹⁾ | \$ 0 ⁽²⁾ | | | | | 06/08/2011 | ⁽³⁾ | Common Stock | 4,020 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BURKE FRANKLIN L 8058 CHARLESTON HIGHWAY WALTERBORO, SC 29488 | | | X | |

Signatures

/s/ Stephen R. Avera,
Agent

05/31/2011

**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) In accordance with the terms of the Deferred Shares Agreement for Directors, the deferred shares awarded do not have a conversion or exercise price.

(3) No expiration date.

Under the terms of the Flowers Foods Executive Deferred Compensation Plan, reporting person elected to have a portion of plan contributions valued as shares of the issuer's common stock, as of the closing stock price on 01/02/2009. Each unit of the Flowers Stock Tracking Account is the equivalent of one share of issuer's common stock.

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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