

FLOWERS FOODS INC  
Form 4  
December 17, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
TAYLOR TONJA W

(Last) (First) (Middle)

8550 BOSTON MONTICELLO ROAD

(Street)

BOSTON, GA 31626

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
12/13/2013

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 - Human Resources

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                    | 12/13/2013                           |  | M                              | 3,880 A \$ 8.7  | 8,574   | D  |                                   |
| Common Stock                    | 12/16/2013                           |  | S                              | 2,324 D \$ 21.75  | 6,250   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 6,538   | I  | By 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)

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 (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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Option (Right to Buy) <sup>(1)</sup>       | \$ 8.7   | 12/13/2013                           |  | M                              | 3,880  | 02/05/2010 02/05/2014                                    | Common Stock  | 3,880                         |
| Option (Right to Buy) <sup>(1)</sup>       | \$ 11  |                                      |  |                                |  | 02/04/2011 02/04/2015                                    | Common Stock  | 4,387                         |
| Option (Right to Buy) <sup>(1)</sup>       | \$ 10.59   |                                      |  |                                |  | 02/09/2012 02/09/2016                                    | Common Stock  | 4,612                         |
| Option (Right to Buy) <sup>(1)</sup>       | \$ 11.11   |                                      |  |                                |  | 02/09/2013 02/09/2017                                    | Common Stock  | 5,512                         |
| Option (Right to Buy) <sup>(1)</sup>       | \$ 10.87   |                                      |  |                                |  | 02/11/2014 02/11/2018                                    | Common Stock  | 6,975                         |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director      10% Owner      Officer      Other

TAYLOR TONJA W  
8550 BOSTON MONTICELLO ROAD  
BOSTON, GA 31626

SVP -  
Human  
Resources

## Signatures

/s/ Stephen R. Avera,  
Agent

12/17/2013

\*\*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.

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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