

FLOWERS FOODS INC  
Form 4  
December 30, 2014

**FORM 4**

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

OMB APPROVAL

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**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 \*  
STITH MELVIN T

(Last) (First) (Middle)

WHITMAN SCHOOL OF MANAGEMENT, 721 UNIVERSITY AVENUE, SUITE 415

(Street)

SYRACUSE, NY 13244-2450

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
12/23/2014

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 Beneficial Ownership (Instr. 4)
Common Stock	12/23/2014		G	V 1,031 D	\$ 19.38 40,569	D <sup>(1)</sup>	

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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. Price of Derivative Security (Instr. 5)
Deferred Stock <sup>(2)</sup>	\$ 0 <sup>(3)</sup>					06/03/2009 <sup>(4)</sup>	Common Stock	8,055
Deferred Stock <sup>(2)</sup>	\$ 0 <sup>(3)</sup>					06/09/2010 <sup>(4)</sup>	Common Stock	10,642
Deferred Stock <sup>(2)</sup>	\$ 0 <sup>(3)</sup>					05/27/2012 <sup>(4)</sup>	Common Stock	7,560
Deferred Stock <sup>(2)</sup>	\$ 0 <sup>(3)</sup>					06/05/2013 <sup>(4)</sup>	Common Stock	7,170
Deferred Stock <sup>(2)</sup>	\$ 0 <sup>(3)</sup>					05/28/2014 <sup>(4)</sup>	Common Stock	5,415
Deferred Stock <sup>(5)</sup>	<sup>(3)</sup>					05/23/2015 <sup>(4)</sup>	Common Stock	6,030

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

STITH MELVIN T  
 WHITMAN SCHOOL OF MANAGEMENT  
 721 UNIVERSITY AVENUE, SUITE 415  
 SYRACUSE, NY 13244-2450

X

## Signatures

/s/ Stephen R. Avera,  
 Agent

12/30/2014

\_\_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) Share total includes shares acquired through reinvestment of dividends, based upon a statement dated 12/24/2014.

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- (2) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (3) In accordance with the terms of the Deferred Shares Agreement for Directors, the deferred shares awarded do not have a conversion or exercise price.
- (4) No expiration date.
- (5) Granted under the Flowers Foods, Inc. 2014 Omnibus Equity and Incentive Compensation 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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