

BENTON ROBERT L JR  
 Form 4  
 October 04, 2017

**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 \*  
**BENTON ROBERT L JR**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 105 PONY CIRCLE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/02/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Supply Chain Officer

THOMASVILLE, GA 31792

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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) |          |   |            |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|----------|---|------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |          |   |            |
| Common Stock                    | 10/02/2017                           |  | M                              |   | 25,762  | A  | \$ 10.87  | 81,677   | D |            |
| Common Stock                    | 10/02/2017                           |  | S                              |   | 15,000  | D  | 18.8651   | 66,677   | D |            |
|                                 |                                      |  |                                |   |   |  | <u>(1)</u>  |          |   |            |
| Common Stock                    | 10/03/2017                           |  | S                              |   | 3,500   | D  | 18.6807   | 63,177   | D |            |
|                                 |                                      |  |                                |   |   |  | <u>(2)</u>  |          |   |            |
| Common Stock                    |                                      |  |                                |   |   |  |   | 4,850.76 | I | By 401(k)  |
|                                 |                                      |  |                                |   |   |  |   |          |   | <u>(3)</u> |
|                                 |                                      |  |                                |   |   |  |   | 2,775    | I |            |

Common  
Stock

By  
Spouse <sup>(4)</sup>

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

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(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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option (Right to Buy) <sup>(5)</sup>       | \$ 10.87   | 10/02/2017                           |  | M                              | 25,762  | 02/11/2014 02/11/2018                                    | Common Stock  | 25,762                     |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| BENTON ROBERT L JR<br>105 PONY CIRCLE<br>THOMASVILLE, GA 31792 |               |           | Chief Supply Chain Officer |       |

## Signatures

/s/ Stephen R. Avera,  
Agent

10/04/2017

\_\_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) Average price of trade executions in range from \$18.92 to \$18.75 per share.
- (2) Average price of trade executions in range from \$18.7201 to \$18.6201 per share.
- (3)

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Total includes exempt acquisitions of shares allocated to reporting person under Issuer's 401(k) Plan, based on a plan statement dated as of 12/31/2016.

(4) Beneficial ownership is disclaimed.

(5) 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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