

TASTY BAKING CO
Form 4
May 24, 2011

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN ROBERT V

(Last) (First) (Middle)

**C/O TASTY BAKING
COMPANY, NAVY YARD CORP.
CTR., THREE CRESCENT DR.**

(Street)

PHILADELPHIA, PA 19112

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
TASTY BAKING CO [TSTY]

3. Date of Earliest Transaction
(Month/Day/Year)
05/20/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Senior Vice President, Sales

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	05/20/2011		U	14,670 ⁽¹⁾	D \$ 4 15,333	D	
Common Stock	05/20/2011		F	5,065	D \$ 4 10,268	D	
Common Stock	05/24/2011		U	10,268 ⁽²⁾	D \$ 4 0	D	
Common Stock	05/20/2011		U	1,976.4078 ⁽³⁾	D \$ 4 0	I	By 401(k) Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BROWN ROBERT V
C/O TASTY BAKING COMPANY
NAVY YARD CORP. CTR., THREE CRESCENT DR.
PHILADELPHIA, PA 19112

Senior Vice President, Sales

Signatures

/s/Robert V.

05/24/2011

Brown

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).

Represents shares of common stock that were tendered by the reporting person to, and purchased by, Compass Merger Sub, Inc., a Pennsylvania corporation ("Purchaser") and a wholly-owned direct subsidiary of Flowers Foods, Inc., a Georgia corporation ("Flowers"),

(1) pursuant to Purchaser's offer to purchase all outstanding shares of Tasty Baking Company ("Issuer"), at a price of \$4.00 per share, net to the seller in cash, without interest and less any required withholding taxes, as described in the Tender Offer Statement on Schedule TO filed with the SEC by Flowers on April 21, 2011, as amended and supplemented.

Represents shares of restricted stock previously granted to the reporting person by Issuer that were cancelled as of the Effective Time of the merger on May 24, 2011 of the Issuer and Purchaser, pursuant to which the Issuer survived the merger and became a wholly-owned subsidiary of Flowers ("Merger"). In connection with the Merger, these shares of restricted stock were cancelled in exchange for the right to receive a payment of \$4.00 per share, net to the reporting person in cash, without interest and less any required withholding taxes.

(2)

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- (3) Represents shares of common stock held by the reporting person under his 401(k) plan that were tendered to, and purchased by Purchaser pursuant to Purchaser's offer to purchase all outstanding shares of Issuer, at a price of \$4.00 per share, net to the seller in cash, without interest and less any required withholding taxes, as described in the Tender Offer Statement on Schedule TO filed with the SEC by Flowers on April 21, 2011, as amended and supplemented.

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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