

SPEAR JAMES T
Form 4
May 31, 2018

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 *
SPEAR JAMES T

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)
844 WILLIAMSBURG DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/29/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

NAPERVILLE, IL 60540

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 55,000.6985 | D ⁽¹⁾ | |
| Common Stock | | | | | 100 | I | Shares owned by child |

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

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SEC 1474 (9-02)

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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. Pr Deri Secur (Inst | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Deferred Stock <u>(2)</u> | \$ 0 <u>(3)</u> | 05/29/2018 | | A | 6,500 | 05/23/2019 | <u>(4)</u> | Common Stock | 6,500 |
| Deferred Stock <u>(2)</u> | <u>(3)</u> | | | | | 06/05/2016 | <u>(4)</u> | Common Stock | 229 |
| Deferred Stock <u>(2)</u> | <u>(3)</u> | | | | | 06/09/2016 | <u>(4)</u> | Common Stock | 6,026 |
| Deferred Stock <u>(2)</u> | <u>(3)</u> | | | | | 01/02/2016 | <u>(4)</u> | Common Stock | 4,963 |
| Deferred Stock <u>(2)</u> | <u>(3)</u> | | | | | 05/25/2017 | <u>(4)</u> | Common Stock | 6,934 |
| Deferred Stock <u>(2)</u> | <u>(3)</u> | | | | | 01/03/2017 | <u>(4)</u> | Common Stock | 4,660 |
| Deferred Stock <u>(2)</u> | \$ 0 <u>(3)</u> | | | | | 01/01/2019 | <u>(4)</u> | Common Stock | 5,180 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SPEAR JAMES T 844 WILLIAMSBURG DRIVE NAPERVILLE, IL 60540 | X | | | |

Signatures

/s/ Stephen R. Avera,
Agent

05/31/2018

 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.
- (2) Granted under the Flowers Foods, Inc. 2014 Omnibus Equity and Incentive Compensation 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.

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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