

SHIVER ALLEN L  
Form 4  
February 21, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 \*  
SHIVER ALLEN L

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)  
1925 FLOWERS CIRCLE

3. Date of Earliest Transaction (Month/Day/Year)  
02/20/2013

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

(Street)  
THOMASVILLE, GA 31757

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/20/2013		M		27,360 A \$ 0 <sup>(1)</sup>	331,829	D
Common Stock	02/20/2013		F		9,096 D \$ 27.74	322,733	D
Common Stock						217	I By 401(k) <sup>(2)</sup>
Common Stock						4,855	I By Child <sup>(3)</sup>
Common Stock						2,958	I By Spouse <sup>(3)</sup>

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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)

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Restricted Stock Award <sup>(4)</sup>	\$ 0 <sup>(1)</sup>	02/20/2013		A	4,560	<sup>(5)</sup> <sup>(6)</sup>	Common Stock 4,
Restricted Stock Award <sup>(4)</sup>	\$ 0 <sup>(1)</sup>	02/20/2013		M	27,360	<sup>(5)</sup> <sup>(6)</sup>	Common Stock 27,
Option (Right to Buy) <sup>(4)</sup>	\$ 16.5					02/04/2011 02/04/2015	Common Stock 54,
Option (Right to Buy) <sup>(4)</sup>	\$ 15.89					02/09/2012 02/09/2016	Common Stock 78,
Option (Right to Buy) <sup>(4)</sup>	\$ 16.67					02/09/2013 02/09/2017	Common Stock 101,
Option (Right to Buy) <sup>(4)</sup>	\$ 16.31					02/10/2014 02/10/2018	Common Stock 150,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHIVER ALLEN L 1925 FLOWERS CIRCLE THOMASVILLE, GA 31757			President	

## Signatures

/s/ Stephen R. Avera,  
Agent

02/21/2013

\_\_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) In accordance with the terms of the 2011 Restricted Stock Award Agreement, the performance shares awarded do not have a conversion or exercise price.
  - (2) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of 12/31/2012.
  - (3) Beneficial ownership is disclaimed.
  - (4) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
  - (5) The company anticipates that in accordance with the terms of the 2011 Restricted Stock Award Agreement the vesting date of the performance shares awarded shall be the date of the filing of the company's Annual Report on Form 10-K with the SEC in 2013.
  - (6) Grant expires on the vesting date if performance measures are not met.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.