TASHIE JOSEPH G

Form 4

February 21, 2013

FORM 4

Check this box

if no longer

Section 16.

subject to

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

OMB 3235-0287

OMB APPROVAL

Number: January 31,

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estimated average

Form 4 or Form 5 obligations may continue.

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

SECURITIES

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TASHIE JOSEPH G			2. Issuer Name and Ticker or Trading Symbol FLOWERS FOODS INC [FLO]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	Middle) 3. Da	3. Date of Earliest Transaction (Month/Day/Year) 02/20/2013				DirectorX Officer (give below)	C Officer (give title Other (specify		
				mendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-I	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Y	Code ear) (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D) 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)		
Common Stock	02/20/2013		Code V M	Amount 4,770	(D)	Price \$ 0 (1)	28,444	D		
Common Stock	02/20/2013		F	1,684	D	\$ 27.74	26,760	D		

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

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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. Transacti Code (Instr. 8)	5. Number of tiorDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Restricted Stock Award (2)	\$ 0 (1)	02/20/2013		A	795		(3)	<u>(4)</u>	Common Stock	795
Restricted Stock Award (2)	\$ 0 (1)	02/20/2013		M		4,770	<u>(3)</u>	<u>(4)</u>	Common Stock	4,770
Option (Right to Buy) (2)	\$ 15.89						02/09/2012	02/09/2016	Common Stock	20,175
Option (Right to Buy) (2)	\$ 16.67						02/09/2013	02/09/2017	Common Stock	22,425
Option (Right to Buy) (2)	\$ 16.31						02/10/2014	02/10/2018	Common Stock	26,325

Reporting Owners

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				

TASHIE JOSEPH G 808 BEAUHAVEN LANE WAHAW, NC 28173

President - Flowers Cake Group

Signatures

/s/ Stephen R. Avera, 02/21/2013 Agent

**Signature of Reporting Date
Person

Reporting Owners 2

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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) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (3) 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.
- (4) 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.