KINSEY R STEVE
Form 4
February 14, 2011

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
KINSEY R STEVE

(Last) (First) (Middle)

301 HABERSHAM ROAD

(Street)

THOMASVILLE, GA 31792

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2011

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)
EVP & Chief Financial Officer

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								26,313	D	
Common Stock								751	I (5)	By 401(k)

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. 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy) (1)	$ 24.47	02/10/2011		A		66,400		02/10/2014	02/10/2018	Common Stock	66,400
Restricted Stock Award (1)	$ 0 (3)	02/10/2011		A		10,050		(4)	(2)	Common Stock	10,050
Option (Right to Buy) (1)	$ 9.34							07/16/2007	07/16/2013	Common Stock	61,087
Option (Right to Buy) (1)	$ 18.68							01/03/2009	01/03/2013	Common Stock	9,075
Option (Right to Buy) (1)	$ 19.57							02/05/2010	02/05/2014	Common Stock	10,050
Option (Right to Buy) (1)	$ 24.75							02/04/2011	02/04/2015	Common Stock	31,450
Option (Right to Buy) (1)	$ 23.84							02/09/2012	02/09/2016	Common Stock	40,200
Restricted Stock Award (1)	$ 0							02/09/2011	(6)	Common Stock	8,250
Option (Right to Buy) (1)	$ 25.01							02/09/2013	02/09/2017	Common Stock	50,400
Restricted Stock Award (1)	$ 0 (7)							02/09/2012	(6)	Common Stock	7,900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KINSEY R STEVE 301 HABERSHAM ROAD THOMASVILLE, GA 31792			EVP & Chief Financial Officer	

Signatures

/s/ Stephen R. Avera, Agent	02/14/2011
**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) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.

(2) Grant expires on the vesting date if performance measures are not met.

(3) In accordance with the terms of the 2011 Restricted Stock Award Agreement, the performance shares awarded do not have a conversion or exercise price.

(4) 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.

(5) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of 12/31/2009.

(6) Grant expires on Exercisable Date if performance measures are not met.

(7) In accordance with the terms of the 2010 Restricted Stock Award Agreement, the performance shares awarded do not have a conversion or exercise price.

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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