

1 800 FLOWERS COM INC
Form 4
February 08, 2005

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 *
J P MORGAN PARTNERS SBIC
LLC

(Last) (First) (Middle)

C/O J.P. MORGAN
PARTNERS, 1221 AVENUE OF
THE AMERICAS 40TH FLOOR

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
1 800 FLOWERS COM INC
[FLWS]

3. Date of Earliest Transaction
(Month/Day/Year)
02/04/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	02/04/2005		S		125,000	D	\$ 7.95 3,083,240
Class A Common Stock	02/04/2005		S		25,000	D	\$ 7.96 3,058,240
Class A Common Stock	02/04/2005		S		47,170	D	\$ 7.99 3,011,070

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Class A
Common Stock 02/04/2005 S 2,830 D \$ 8 3,008,240 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. 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 or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Purchase) (2)	\$ 3.65					(1) 12/06/2010		Class A Common Stock	25,000
Stock Option (Right to Purchase) (2)	\$ 14.34					(1) 12/04/2011		Class A Common Stock	5,000
Stock Option (Right to Purchase)	\$ 10.46					(1) 12/04/2012		Class A Common Stock	5,000
Stock Option (Right to Purchase)	\$ 11.81					(1) 12/02/2013		Class A Common Stock	5,000
Stock Option (Right to Purchase)	\$ 8.78					(1) 12/10/2014		Class A Common Stock	10,000

(2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
J P MORGAN PARTNERS SBIC LLC C/O J.P. MORGAN PARTNERS 1221 AVENUE OF THE AMERICAS 40TH FLOOR NEW YORK, NY 10020		X		
JP MORGAN PARTNERS BHCA LP J.P. MORGAN PARTNERS 1221 AVENUE OF THE AMERICAS 40TH FLOOR NEW YORK, NY 10020		X		
JPMP MASTER FUND MANAGER L P JP MORGAN PARTNERS LLC 1221 AVENUE OF THE AMERICAS 40TH FLOOR NEW YORK, NY 10020		X		
JPMP CAPITAL CORP C/O J.P. MORGAN PARTNERS, LLC 1221 AVENUE OF THE AMERICAS 40TH FLOOR NEW YORK, NY 10020		X		

Signatures

J.P. Morgan Partners (SBIC), LLC By: /s/ Jeffrey C. Walker,
President

02/08/2005

__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) These stock options are immediately exercisable.

The stock options were granted to Jeffrey Walker, a director of the Issuer, President of J.P. Morgan Partners (SBIC), LLC ("JPM SBIC").

(2) Mr. Walker is obligated to exercise the options, and to transfer any shares issued under the stock options to JPM SBIC, at the request of JPM SBIC. In July 2002, these shares were transferred to JPM SBIC.

(3) These stock options were issued to J.P. Morgan Partners, LLC, the investment advisor to JPM SBIC.

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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