

1 800 FLOWERS COM INC
Form 4
January 03, 2007

FORM 4

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

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).

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/28/2006

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

C/O J.P. MORGAN PARTNERS, 270 PARK AVENUE, 39TH FLOOR

(Street)

4. If Amendment, Date Original Filed(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

NEW YORK, NY 10017

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	12/28/2006		S		3,010,740 (1)	D	\$ 5.21
Class A Common Stock					5,000	I	

See Footnote (2)

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 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)	\$ 3.65					<u>(3)</u>	12/06/2010	Class A Common Stock	25,000
Stock Option (Right to Purchase)	\$ 14.34					<u>(3)</u>	12/04/2011	Class A Common Stock	5,000
Stock Option (Right to Purchase)	\$ 10.46					<u>(3)</u>	12/04/2012	Class A Common Stock	5,000
Stock Option (Right to Purchase)	\$ 11.81					<u>(3)</u>	12/02/2013	Class A Common Stock	5,000
Stock Option (Right to Purchase)	\$ 8.78					<u>(3)</u>	12/10/2014	Class A Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
J P MORGAN PARTNERS SBIC LLC C/O J.P. MORGAN PARTNERS 270 PARK AVENUE, 39TH FLOOR		X		

NEW YORK, NY 10017

Signatures

J.P. Morgan Partners (SBIC),
LLC

01/03/2007

__Signature of Reporting Person

Date

/s/ John C. Wilmot, Managing
Director

01/03/2007

__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 shares represent shares of Class A Common Stock repurchased by the Issuer on December 28, 2006.
- (2) These Class A Common Stock were previously issued to Jeffrey Walker as part of his Director Compensation package. Mr. Walker is obligated to transfer any shares issued to JPM SBIC, at the request of JPM SBIC.
- (3) These stock options are immediately exercisable.
- (4) The stock options were granted to Jeffrey Walker. 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.
- (5) 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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