

SHIVER ALLEN L
Form 4
June 10, 2005

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 *
SHIVER ALLEN L

(Last) (First) (Middle)

1925 FLOWERS CIRCLE

(Street)

THOMASVILLE, GA 31757

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/07/2005

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)
Pres/COO Specialty Group

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	06/07/2005		M		103,500 A \$ 9.47	125,079	D
Common Stock	06/07/2005		F		28,911 D \$ 33.54	96,168	D
Common Stock	06/07/2005		D ⁽¹⁾		2,619 D \$ 33.54	93,549	D
Common Stock	06/08/2005		S		29,100 D \$ 33.3681	64,449	D
Common Stock						54,263 ⁽²⁾	I

By 401(k)

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Common Stock	3,000 ⁽³⁾	I	By Minor Children
Common Stock	877 ⁽³⁾	I	By Spouse

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)		
						Date Exercisable	Expiration Date	Title	Amount Number of Shares
Option (Right to Buy) ⁽⁴⁾	\$ 9.47	06/07/2005		M	103,500	04/06/2005	04/06/2011	Common Stock	103,500
Option (Right to Buy) ⁽⁴⁾	\$ 21.02					07/16/2007	07/16/2013	Common Stock	102,150

Reporting Owners

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

Signatures

Stephen R. Avera,
Agent 06/10/2005

 **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) Payment of tax pursuant to the exercise of a nonqualified stock option.

(2) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of the 2004 fiscal year end, 01/01/2005.

(3) Beneficial ownership is disclaimed.

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

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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