

1 800 FLOWERS COM INC
Form SC 13G/A
January 29, 2007

January 29, 2007

Securities and Exchange Commission
450 Fifth Street NW
Washington, DC 20549

RE: Amended Schedule 13G
1-800-Flowers.Com, Inc.
As of December 31, 2006

Gentlemen:

In accordance with Section 13(d)(5) of the Securities Exchange Act of 1934, attached please find a copy of an amended Schedule 13G for the above named company showing a beneficial ownership greater than 5% as of December 31, 2006 filed on behalf of Awad Asset Management, Inc.

Very truly yours,

Damian Sousa
Chief Compliance Officer

DS:jgh
Enclosures

cc: Office of the Corporate Secretary
1-800-Flowers.Com, Inc.
1600 Stewart Avenue
Westbury, NY 11590

Securities Division
NASD Financial Center
33 Whitehall Street
New York, NY 10004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

1-800-Flowers.Com, Inc.
(Name of Issuer)

Edgar Filing: 1 800 FLOWERS COM INC - Form SC 13G/A

Common Stock \$0.01 par value per share
(Title of Class of Securities)

68243Q106
(CUSIP Number)

Check the following box if a fee is being paid with this statement _____. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 5 Pages

CUSIP NO. 68243Q106

13G

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Awad Asset Management, Inc. 58-2372400

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (A) _____

(B) _____

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

| | | |
|---|---|-------------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED AS OF DECEMBER 31, 2006 BY EACH | 5 | SOLE VOTING POWER 1,970,494 |
| | 6 | SHARED VOTING POWER - - - |
| | 7 | SOLE DISPOSITIVE POWER 1,970,494 |

Edgar Filing: 1 800 FLOWERS COM INC - Form SC 13G/A

REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER
- - -

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,970,494

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
7.79%

12 TYPE OF REPORTING PERSON*

IA

*SEE INSTRUCTION BEFORE FILLING OUT!

Page 2 of 5 Pages

Item 1(a) Name of Issuer:

1-800-Flowers.Com, Inc.

Item 1(b) Address of Issuer's Principal Executing Offices:

1600 Stewart Avenue
Westbury, NY 11590

Item 2(a) Name of Person Filing:

Awad Asset Management, Inc.

Item 2(b) Address of Principal Business Office:

250 Park Avenue, 2nd Floor
New York, NY 10177

Item 2(c) Citizenship:

New York

Item 2(d) Title of Class of Securities:

Common Stock - \$0.01 par value per share

Item 2(e) CUSIP Number:

68243Q106

Item 3 Type of Reporting Person:

(e) Investment Adviser registered under Section 203 of the
Investment Advisors Act of 1940

Edgar Filing: 1 800 FLOWERS COM INC - Form SC 13G/A

Page 3 of 5 Pages

Item 4 Ownership as of December 31, 2006:

(a) Amount Beneficially Owned:

1,970,494 shares of common stock beneficially owned including:

| | |
|-----------------------------|-----------|
| | No. of Sh |
| Awad Asset Management, Inc. | 1,970,494 |

(b) Percent of Class: 7.79

(c) Deemed Voting Power and Disposition Power:

| (i) | (ii) | (iii) | (iv) |
|--|--|--|---|
| Deemed to have Sole Power to Vote or to Direct to Vote | Deemed to have Shared Power to Vote or to Direct to Vote | to have Sole Power to Dispose or to Direct the Disposition | Deemed to have Shared Power to Dispose or to Direct the Disposition |
| 1,970,494 | ---- | 1,970,494 | ---- |

Awad Asset Management, Inc.

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. ()

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

N/A

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:

N/A

Page 4 of 5 Pages

Item 8 Identification and Classification of Members of the Group: N/A

Item 9 Notice of Dissolution of Group: N/A

Item 10 Certification:

By signing below I certify that to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant

Edgar Filing: 1 800 FLOWERS COM INC - Form SC 13G/A

in any transaction having such purposes or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 29, 2007

AWAD ASSET MANAGEMENT, INC.

Vice President

Damian Sousa

Chief Compliance Officer