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FLOWERS F	FOODS INC											
Form 4												
December 09	, 2008											
FORM	ORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL		
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMMISSION	OMB Number:	3235-0287	
Check this box										Expires:	January 31,	
if no longer subject to STATEMENT OF CHANGES IN							BENEFICIAL OWNERSHIP OF				2005	
subject to Section 16. SECURITIES										Estimated average burden hours per		
Form 4 or										response 0.5		
Form 5	They pursually to section 10(a) of the securities Exchange Act of							e Act of 1934,	•			
obligation may conti		a) of the l	Public Ut	ility H	Iold	ling Con	ipany	Act of	1935 or Section	ı		
See Instru		30(h)	of the In	vestme	ent	Compan	y Ac	t of 194	0			
1(b).												
(Print or Type R	esponses)											
		- *									<i>(</i>)	
1. Name and Address of Reporting Person [*] 2. Issuer Name						Ticker or	Tradiı	ng	5. Relationship of Reporting Person(s) to Issuer			
STITH MELVIN T Symbol FLOWERS FOODS INC [FLO									155001			
			FLOWE	LRS FO	JOI	DS INC	IFLC	ו	(Check	c all applicable)	
(Last)	(First) (Middle)	3. Date of	Earlies	t Tra	ansaction						
(Month/D				ay/Year)					_X_Director10% Owner			
WHITMAN SCHOOL OF 12/05/20				008					Officer (give t below)	below)	er (specify	
MANAGEM									,	,		
	TY AVENUE, S	UITE										
415												
				ndment, Date Original					6. Individual or Joint/Group Filing(Check			
				th/Day/Year)					Applicable Line)			
									X Form filed by O Form filed by M			
SYRACUSE	E, NY 13244-245	50							Person		porting	
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of	2. Transaction Date	e 2A. Deen	ned	3.		4. Securi	ties A	cquired	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)					Securities	Ownership	Indirect		
(Instr. 3)		any (Month/Day/Year)					5)	-	Form: Direct Benefic			
		(Month/L	Day/Year)	(Instr.	8)				Owned Following	(D) or Indirect (I)	Ownership (Instr. 4)	
									Reported	(Instr. 4)	(mout t)	
							(A) or		Transaction(s)			
				Code	V	Amount	(D)	Price	(Instr. 3 and 4)			
Common	12/05/2008			G		800	D	\$	15,491 (1)	D		
Stock	12/05/2000			U	v	000	D	24.35	15,771 (/	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 2 3. Transaction Date 3A. Deemed 5. 6. Date Exercisable and 7. Title and Amount of 8. Price 4. Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date** Underlying Securities Deriv (Instr. 3 and 4) Security or Exercise any Code of (Month/Day/Year) Secur Price of (Month/Day/Year) (Instr. 8) (Instr. 3) Derivative (Instr. Derivative Securities Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Amount or Expiration Date Exercisable Title Number Date of Code V (A) (D) Shares 2008 Deferred Common (4) \$0 06/03/2009(3) 3,580 Stock Stock Award (2)

Reporting Owners

Reporting Owner Name /	Relationships						
	Director	10% Owner	Officer	Other			
STITH MELVIN T WHITMAN SCHOOL OF MA 721 UNIVERSITY AVENUE, SYRACUSE, NY 13244-2450	Х						
Signatures							
/s/ Stephen R. Avera, Agent	12/09/2008						
**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) Total includes shares acquired through reinvestment of dividends.
- (2) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (3) Acquisition of shares deferred until service separation.
- (4) No expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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