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FERNANDE Form 4 June 07, 2011	Z MANUEL A	Ą									
									PPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287			
Subject to Section 16.				GES IN BENEFICIAL OWNERSHIP O SECURITIES					Expires: January 31 2005 Estimated average burden hours per		
Form 5 obligation may conti	Form 5 obligations may continue.Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,See InstructionSection 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940									0.5	
(Print or Type R	esponses)										
FERNANDEZ MANUEL A Symbol				Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
			f Earliest Transaction				(Check all applicable)				
12600 GATEWAY BOULEVARD 06/06/20				Day/Year)				X_ Director10% Owner Officer (give titleOther (specify below)			
			endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
FORT MYE	RS, FL 33913							Form filed by M Person	More than One Ro	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ear) Execution any	emed on Date, if /Day/Year)	3. Transactio Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		SecuritiesIBeneficially(iOwnedIFollowing(iReportedTransaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	06/06/2011			Code V M	Amount 200	(D) A	Price \$ 0 (2)	(Instr. 3 and 4) 39,151	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 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. Transactio Code (Instr. 8)	onof Deriv Secu Acqu (A) o Dispo of (D	vative rities nired or osed)) r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Deriva Securit (Instr. :
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock (1)	\$ 0 <u>(2)</u>	06/06/2011		М		200	06/05/2011	(3)	Common Stock	200	<u>(2)</u>
Deferred Stock (1)	\$ 0 <u>(2)</u>						06/08/2011	(3)	Common Stock	4,020	
Deferred Stock (1)	\$ 0 <u>(2)</u>						01/04/2012	(3)	Common Stock	4,490	
Deferred Stock (1)	(2)						05/25/2013	(3)	Common Stock	230	
Deferred Stock (1)	\$ 0 <u>(2)</u>						05/27/2012	(3)	Common Stock	3,360	
Deferred Stock (1)	\$ 0 <u>(2)</u>						01/03/2013	(3)	Common Stock	4,010	

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Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
FERNANDEZ MANUEL A 12600 GATEWAY BOULEVARD FORT MYERS, FL 33913) X							
Signatures								
/s/ Stephen R. Avera, Agent	6/07/2011							
<u>**</u> Signature of Reporting	Date							

**Signature of Reporting Person

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

(2)

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In accordance with the terms of the Deferred Shares Agreement for Directors, the deferred shares awarded do not have a conversion or exercise price.

(3) 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.