

1 800 FLOWERS COM INC  
 Form 4  
 February 02, 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 \*  
**WALKER JEFFREY C**

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)

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

**C/O CCMP CAPITAL ADVISORS, LLC, 245 PARK AVENUE - 16TH FLOOR**

**01/31/2007**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**NEW YORK, NY 10167**

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |
| Class A Common Stock            | 01/31/2007                           |  | S                              | D   | \$ 11,775   | 5,000  | I                                 |
|                                 |                                      |  |                                |   |   |  | See footnotes (1)                 |

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

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SEC 1474 (9-02)

**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. Priority (Instr. 3) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                  | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V   | (A)                    | (D)                        |
| Stock Option (Right to Purchase)           | \$ 14.34   |                                      |  |                                |   | (2)  | 12/04/2011  | Class A Common Stock   | 5,000                      |
| Stock Option (Right to Purchase)           | \$ 10.46   |                                      |  |                                |   | (2)  | 12/04/2012  | Class A Common Stock   | 5,000                      |
| Stock Option (Right to Purchase)           | \$ 8.78  |                                      |  |                                |   | (2)  | 12/10/2014  | Class A Common Stock   | 10,000                     |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

WALKER JEFFREY C  
C/O CCMP CAPITAL ADVISORS, LLC  
245 PARK AVENUE - 16TH FLOOR  
NEW YORK, NY 10167

X

## Signatures

Jeffrey C.  
Walker

02/02/2007

\*\*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).

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- The amounts shown represent the beneficial ownership of the Issuer's securities by J.P. Morgan Partners (SBIC), LLC ("JPM SBIC"), a
- (1) portion of which may be deemed attributable to the reporting person because the reporting person is a limited partner of JPMP Master Fund Manager, L.P. ("Manager"), the general partner of the sole shareholder of JPM SBIC.
  - (2) The Stock Options are immediately exercisable. The Stock Options listed in row 1 of Table II were initially granted to the reporting person. In July 2002, these Stock Options were transferred to JPM SBIC.  
  
The amount shown in the second row of Table II represents the direct beneficial ownership of the Issuer's equity securities by JPM SBIC, a portion of which may be deemed attributable to the reporting person because the reporting person is a limited partner of MF Manager.
  - (3) The actual pro rata portion of such beneficial ownership is not readily determinable because it is subject to several variables, including the internal rate of return and vesting within the sole shareholder of JPM SBIC and MF Manager.
  - (4) These Stock Options were granted to the Reporting Person as Director's Compensation; the Reporting Person is obligated to transfer any shares issued under the Stock Options to JPM SBIC, at the request of 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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