

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-03**  
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### REPORTING OWNER

#### **WOODWARD JIMMY M**

CIK: **1054869**

Type: **4** | Act: **34** | File No.: **001-16247** | Film No.: **06514848**

Mailing Address

*FLOWERS INDUSTRIES INC  
1919 FLOWERS CIRCLE  
THOMASVILLE GA 31799*

### ISSUER

#### **FLOWERS FOODS INC**

CIK: **1128928** | IRS No.: **582582379** | State of Incorporation: **GA**  
SIC: **2000** Food and kindred products

Mailing Address

*1919 FLOWERS CIRCLE  
THOMASVILLE GA 31757*

Business Address

*1919 FLOWERS CIRCLE  
THOMASVILLE GA 31757  
9122269110*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

|  |         |          |   |  |   |  |
|--|---------|----------|---|--|---|--|
| 1. Name and Address of Reporting Person<br><b>WOODWARD JIMMY M</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>FLOWERS FOODS INC [FLO]</b> |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>____ Director _____ 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)<br><b>Senior VP &amp; CFO</b> |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>01/03/2006</b>         |  |   |  |
| 1919 FLOWERS CIRCLE  |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)                          |  | 6. Individual or Joint/Group Filing<br>(Check applicable line)<br><input checked="" type="checkbox"/> Form Filed by One Reporting Person<br>____ Form Filed by More than One Reporting Person   |  |
| (Street)   |         |          |   |  |   |  |
| THOMASVILLE, GA 31757  |         |          |   |  |   |  |
| (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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 12,123  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 363.154 <sup>(1)</sup>  | I  | By 401(k)   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|-------|
|  |  |                                      |  | Code                           | V | (A)   | (D) | Date Exercisable   | Expiration Date |   |  |  |  |  | Title |
| Option (Right to Buy) <sup>(2)</sup>       | \$28.02  | 01/03/2006                           |  | A                              |   | 23,150  |     | 01/03/2009   | 01/03/2013      | Common Stock  | 23,150                                     | \$28.02  | 23,150   | D  |       |
| Restricted Stock Award <sup>(2)</sup>      | \$ 0   | 01/03/2006                           |  | A                              |   | 7,150   |     | 01/03/2008   | <sup>(3)</sup>  | Common Stock  | 7,150                                      | \$ 0   | 7,150  | D  |       |
| Option (Right to Buy) <sup>(2)</sup>       | \$6.31   |                                      |  |                                |   |   |     | 04/06/2005   | 04/06/2011      | Common Stock  | 259,875                                    |  | 259,875  | D  |       |

|                                 |         |  |  |  |  |  |  |            |            |                 |         |  |         |   |  |
|---------------------------------|---------|--|--|--|--|--|--|------------|------------|-----------------|---------|--|---------|---|--|
| Option<br>(Right to<br>Buy) (2) | \$14.01 |  |  |  |  |  |  | 07/16/2007 | 07/16/2013 | Common<br>Stock | 153,225 |  | 153,225 | D |  |
|---------------------------------|---------|--|--|--|--|--|--|------------|------------|-----------------|---------|--|---------|---|--|

**Explanation of Responses:**

1. Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of the 2005 fiscal year end, 12/31/2005.
2. Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
3. Grant expires 01/03/2008 if performance measures are not met.

**Signatures**

Stephen R. Avera, Agent

\*\* Signature of Reporting Person

01/05/2006

Date

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

\* 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).

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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