## SECURITIES AND EXCHANGE COMMISSION

# FORM SC 13G

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions

Filing Date: **2003-02-10 SEC Accession No.** 0001084869-03-000008

(HTML Version on secdatabase.com)

# **SUBJECT COMPANY**

#### 1800 FLOWERS COM INC

CIK:1084869| IRS No.: 113117311 | State of Incorp.:DE | Fiscal Year End: 0627

Type: SC 13G | Act: 34 | File No.: 005-57695 | Film No.: 03547559

SIC: 5990 Retail stores, nec

Mailing Address 1600 STEWART AVE WESTBURY NY 11590 Business Address 1600 STEWART AVE WESTBURY NY 11590 5162376000

#### FILED BY

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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
1-800-FLOWERS.COM, Inc.
(Name of Issuer)
Class A Common Stock
(Title of Class of Securities)
68243Q
(CUSIP Number)
12/31/02
(Date of Event Which Requires Filing of this Statement)

Check the following box to designate the rule pursuant to which the Schedule is filed:

- | | Rule 13d-1(b)
- | Rule 13d-1(c)
- |X| Rule 13d-1(d)

The information required on 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).

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 control number.

CUSIP No. 682430

1	NAME OF RE		G PERSONS ATION NO. OF ABOVE PERSONS (ENTITIES ONLY)			
	Christophe	er G. Mo	cCann			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*				_   X	
3	SEC USE ON	1LY				
4	 CITIZENSHI	P OR PI	LACE OF ORGANIZATION			
	United States					
			5 SOLE VOTING POWER 1,712,620 (1)			
	MBER OF SHARES	6	SHARED VOTING POWER			
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH			2,000,000 (2) 			
		7	SOLE DISPOSITIVE POWER			
			1,712,620 (1)			
		8	SHARED DISPOSITIVE POWER			
			2,000,000 (2)			
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	3,712,620					
10	CHECK BOX CERTAIN SH		AGGREGATE AMOUNT IN ROW (9) EXCLUDES		   <u>_</u>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	11.6% (3)					
12	TYPE OF REPORTING PERSON*					
	IN					

- (1) The Class B Common Stock has ten votes per share on all matters subject to the vote of the stockholders. The Class B Common Stock is convertible at any time into an equal number of shares of Class A Common Stock at the option of the holder thereof. This amount includes: (a) 59,425 shares of Class A Common Stock, (b) 850,640 shares of Class B Common Stock, (c) 782,555 shares of Class A Common Stock subject to currently vested options and options that vest within 60 days; and (d) 20,000 shares of Class B Common Stock held by The McCann Charitable Foundation, Inc., of which Mr. McCann is a Director and the Treasurer.
- (2) Shares indicated are shares of Class B Common Stock and are held by a limited partnership, of which Mr. McCann is a general partner.
- (3) Based on 28,398,260 shares of Class A Common Stock outstanding on the date hereof.

Item 1.

- (a) Name of Issuer: 1-800-FLOWERS.COM, Inc.
- (b) Address of Issuer's Principal Executive Offices: 1600 Stewart Ave
  Westbury, NY 11590

Item 2.

(a) - (c) Name, Address of Principal Business Offices, and Citizenship of Persons Filing:

Christopher G. McCann 1600 Stewart Ave Westbury, NY 11590 Citizenship: USA

- (d) Title of Class of Securities: Common Stock
- (e) CUSIP Number: 68243Q

Item 3.

N/A

## Item 4. Ownership

The information in items 1 and 5 through 11 on the cover page (p. 2) of this Schedule 13G (regarding the holdings of Christopher G. McCann) is hereby incorporated by reference.

On November 22, 2002, Mr. McCann entered into a trading plan (the "Trading Plan") with a third party broker (the "Broker") pursuant to the

provisions of Rule 10b5-1(c)of the Securities Exchange Act of 1934 (the
"Securities Act"). The Trading Plan provides for the sale of shares upon the
satisfaction of certain pricing and other conditions, in accordance with the
terms of Rule 144 under the Securities Act when applicable. Mr. McCann may
modify the Trading Plan from time to time or terminate the Trading Plan at any
time.

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

N/A

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

Item 8. Identification and Classification of Members of the Group

N/A

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification

N/A

#### SIGNATURE

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

2/7/03
Date
/s/ Christopher G. McCann
Signature
Christopher G. McCann / President
Name/Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power or attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. Seess.240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)