

1 800 FLOWERS COM INC

Form 4

November 14, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCCANN CHRISTOPHER G

(Last) (First) (Middle)

ONE OLD COUNTRY  
ROAD, SUITE 500

(Street)

CARLE PLACE, NY 11514

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
1 800 FLOWERS COM INC  
[FLWS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/27/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------|---|--|--|---|
| Class A<br>Common<br>Stock            | 10/27/2014                              |   | F                        | 19,338<br>(1)   | D \$ 8.28  | 1,616,664  | D   |
| Class A<br>Common<br>Stock            | 10/30/2014 <sup>(2)</sup>               |   | F                        | 35,568<br>(1) (2)   | D \$ 8   | 1,575,220 <sup>(2)</sup>   | D   |
| Class A<br>Common<br>Stock            | 11/03/2014                              |   | A                        | 41,444  | A \$ 0   | 1,616,664  | D   |
| Class A                               | 11/03/2014                              |   | F                        | 51,310  | D \$   | 1,565,354  | D   |

|              |            |      |
|--------------|------------|------|
| Common Stock | <u>(1)</u> | 8.01 |
|--------------|------------|------|

|         |         |   |              |
|---------|---------|---|--------------|
| Class A |         |   |              |
| Common  | 389,841 | I | I <u>(3)</u> |
| Stock   |         |   |              |

|         |     |   |              |
|---------|-----|---|--------------|
| Class A |     |   |              |
| Common  | 110 | I | I <u>(4)</u> |
| Stock   |     |   |              |

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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 6) |
|---|--|---|---|--------------------------------------|--|--|-----|---|---|--|
|   |  |   |   | Code                                 | V  | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date                                  | Title<br>or<br>Number<br>of<br>Shares  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |           |       |
|--|---------------|-----------|-----------|-------|
|  | Director      | 10% Owner | Officer   | Other |
| MCCANN CHRISTOPHER G<br>ONE OLD COUNTRY ROAD<br>SUITE 500<br>CARLE PLACE, NY 11514 | X             |           | President |       |

## Signatures

/s/Christopher G.  
McCann

**\*\*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) Transaction is a deemed disposition that is exempt under Section 16(b) of the Exchange Act consisting of the withholding for tax purposes of shares of Common Stock by the Company upon the vesting of restricted shares of Common Stock.
- (2) This Transaction was previously reported but is included on this Form 4 to correct the amount of securities beneficially owned following the Transaction.
- (3) Shares held by a Grantor Annuity Trust of which Reporting Person is the Trustee.
- (4) Shares held by Reporting Person as custodian for his son.

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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