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FLOWERS	FOODS INC										
Form 4											
December 1									0145.45		
FORM	14 UNITED	STATES	SECU	DITIES	ANDE	сц	NCE CO	MMISSION		PROVAL	
Washington, D.C. 20549								OMB Number:	3235-0287		
Check this box if no longer									Expires:	January 31, 2005	
subject to STATEMENT O Section 16. Form 4 or				SECU	URITIES			Estimated a burden hour response	ated average n hours per		
obligatio may con <i>See</i> Instr 1(b).	ons Section 170	(a) of the l	Public U	Jtility Ho	olding Co	mpan	-	Act of 1934, 1935 or Section)			
(Print or Type	Responses)										
AVERA STEPHEN R Symbo					nd Ticker			5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle)	3. Date of	of Earliest	Transactio	n	-	(Check	all applicable)	
				Day/Year)				Director 10% Owner X Officer (give title Other (specify below) below) EVP, Secretary & Gen Counsel			
THOMAS	(Street) VILLE, GA 3175	7		endment, onth/Day/Y	Date Origi ear)	nal		6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by Mo Person	ne Reporting Per	rson	
(City)	(State)	(Zip)	Tab	ole I - Nor	n-Derivativ	e Secu		ired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	ed Date, if	3.	4. Secur ioror Dispo (Instr. 3	ities Ac osed of 4 and (A) or	cquired (A) (D) 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)	
Common Stock	12/15/2016			М	96,862		\$ 11.11	499,379	D		
Common Stock	12/15/2016			S	70,845	D	\$ 19.4994 <u>(1)</u>	428,534	D		
Common Stock								1,531.14	I	By 401(k)	
Common Stock								675	I	By Spouse <u>(3)</u>	

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

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Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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. Transactic Code (Instr. 8)	orDeri Secu Acqu or D (D)	rities uired (A) isposed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy) (4)	\$ 11.11	12/15/2016		М		96,862	02/09/2013	02/09/2017	Common Stock	96,862
Option (Right to Buy) (4)	\$ 10.87						02/10/2014	02/10/2018	Common Stock	115,200

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
AVERA STEPHEN R 1919 FLOWERS CIRCLE THOMASVILLE, GA 31757			EVP, Secretary & Gen Counsel					

Signatures

Reporting Person

Stephen R. 12/19/2016 Avera **Signature of

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) Average price of trade executions in a range from \$19.75 to \$19.32 per share.
- Total includes exempt acquisitions of shares allocated to reporting person under Issuer's 401(k) Plan, based on a plan statement dated as (2) of 12/31/2015.
- (3) By Spouse as custodian for reporting person's minor child.
- Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan. (4)

Reporting Owners

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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.