

1 800 FLOWERS COM INC
Form 4
December 10, 2013

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 *
GALLAGHER GERARD M

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)
12/06/2013

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
General Counsel and SVP

ONE OLD COUNTRY ROAD, SUITE 500

(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

CARLE PLACE, NY 11514

(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)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/06/2013		S		18,091 (1)	D	\$ 5.01 (2)	274,676	I	Indirect (3)
Class A Common Stock	12/09/2013		S		18,587 (1)	D	\$ 4.98 (4)	256,089	I	Indirect (3)

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

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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. 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GALLAGHER GERARD M ONE OLD COUNTRY ROAD SUITE 500 CARLE PLACE, NY 11514			General Counsel and SVP	

Signatures

/s/Gerard M. Gallagher
12/10/2013
**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) Proceeds from stock sale to be used to pay taxes related to the vesting of several equity grants.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.00 to \$5.04, inclusive. The reporting person undertakes to provide to 1-800-Flowers, any security holder of 1-800-Flowers, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above in this footnote.
- (3) Securities held by Holder in his capacity as partner of Gallagher, Walker, Bianco & Plastaras, LLP. Holder maintains sole voting and investment power over the securities.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.90 to \$5.09 inclusive. The reporting person undertakes to provide to 1-800-Flowers, any security holder of 1-800-Flowers, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above in this footnote.
- (4) Securities held by Holder in his capacity as partner of Gallagher, Walker, Bianco & Plastaras, LLP. Holder maintains sole voting and investment power over the securities.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.90 to \$5.09 inclusive. The reporting person undertakes to provide to 1-800-Flowers, any security holder of 1-800-Flowers, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above in this footnote.

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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