

TASTY BAKING CO
Form 4
May 24, 2011

FORM 4

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

OMB APPROVAL

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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 *
BROWN ROBERT V

(Last) (First) (Middle)

C/O TASTY BAKING COMPANY, NAVY YARD CORP. CTR., THREE CRESCENT DR.

(Street)

PHILADELPHIA, PA 19112

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TASTY BAKING CO [TSTY]

3. Date of Earliest Transaction (Month/Day/Year)
05/20/2011

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)
Senior Vice President, Sales

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | Price | |
| Common Stock | 05/20/2011 | | U | | 14,670 ⁽¹⁾ | \$ 4 | 15,333 D |
| Common Stock | 05/20/2011 | | F | | 5,065 | \$ 4 | 10,268 D |
| Common Stock | 05/24/2011 | | U | | 10,268 ⁽²⁾ | \$ 4 | 0 D |
| Common Stock | 05/20/2011 | | U | | 1,976.4078 ⁽³⁾ | \$ 4 | 0 I By 401(k) Plan |

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

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- (3) Represents shares of common stock held by the reporting person under his 401(k) plan that were tendered to, and purchased by Purchaser pursuant to Purchaser's offer to purchase all outstanding shares of Issuer, at a price of \$4.00 per share, net to the seller in cash, without interest and less any required withholding taxes, as described in the Tender Offer Statement on Schedule TO filed with the SEC by Flowers on April 21, 2011, as amended and supplemented.

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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