MCCANN CHRISTOPHER G

Form 4

March 01, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

(Last)

(Print or Type Responses)

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

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)

ONE OLD COUNTRY

3. Date of Earliest Transaction

(Month/Day/Year) 02/27/2019

X Director X__ 10% Owner X_ Officer (give title __ Other (specify below)

CEO and President

ROAD, SUITE 500 (Street)

(First)

(Middle)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Class A Common Stock	02/27/2019		M	12,500	A	\$ 1.79	943,328	D	
Class A Common Stock	02/27/2019		S	12,500	D	\$ 17.76 (1)	930,828	D	
Class A Common Stock	02/28/2019		M	12,500	A	\$ 1.79	943,328	D	
Class A	02/28/2019		S	12,500	D	\$	930,828	D	

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Common Stock	17.71 (2)			
Class A Common Stock		98,853	I	I (3)
Class A Common Stock		263,881	I	I (3)
Class A Common Stock		278,000	I	I (3)
Class A Common Stock		110	I	I (4)

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

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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)	TransactionDerivative Code Securities		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	
Stock Option (Right to Buy)	\$ 1.79	02/27/2019		M	12,500	<u>(5)</u>	10/26/2020	Class A Common Stock	12,500	
Stock Option (Right to Buy)	\$ 1.79	02/28/2019		M	12,500	<u>(5)</u>	10/26/2020	Class A Common Stock	12,500	

Reporting Owners

Relationships

Reporting Owner Name / Address

Reporting Owners 2

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Director 10% Owner Officer Other

MCCANN CHRISTOPHER G ONE OLD COUNTRY ROAD SUITE 500 CARLE PLACE, NY 11514

X X CEO and President

Signatures

/s/Christopher G. 03/01/2019 McCann

**Signature of Reporting Date
Person

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).
- The price in Column 4 is a weighted average price. The shares were disposed of in multiple transactions ranging from \$17.63 to \$17.88 (1) inclusive. The Reporting Person undertakes to provide to 1-800-Flowers.com, Inc. 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.
- The price in Column 4 is a weighted average price. The shares were disposed of in multiple transactions ranging from \$17.50 to \$17.88 (2) inclusive. The Reporting Person undertakes to provide to 1-800-Flowers.com, Inc. 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.
- (3) Shares held by a Grantor Retained Annuity Trust of which Reporting Person is the Trustee.
- (4) Shares held by Reporting Person as custodian for his son.
- (5) The options were granted on 10/26/2010 and vested ratably over eight years.

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.

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