

McCann James F III
 Form 3
 July 27, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

McCann James F III
 (Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
 07/18/2017

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

4. Relationship of Reporting Person(s) to Issuer

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

ONE OLD COUNTRY ROAD, SUITE 500

(Street)

CARLE PLACE, NY 11514

(City) (State) (Zip)

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 Member of 10% owner group

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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	1,743	D	^
Class A Common Stock	2,265,197	I	By James McCann 2005 Trust
Class A Common Stock	2,265,197	I	By Erin McCann 2005 Trust
Class A Common Stock	2,265,196	I	By Matthew McCann 2005 Trust
Class A Common Stock	492,368	I	By The James F. McCann 2012 Family Trust - Portion I
Class A Common Stock	869,033	I	By The James F. McCann 2012 Family Trust - Portion II

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B Common Stock	Â (1)	Â (1)	Class A Common Stock	3,875,000	\$ 0	I	By The 1999 McCann Family Limited Partnership
Class B Common Stock	Â (1)	Â (1)	Class A Common Stock	1,608,030	\$ 0	I	By The McCann Family Limited Partnership

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCann James F III ONE OLD COUNTRY ROAD SUITE 500 CARLE PLACE, NY 11514	Â	Â	Â	Member of 10% owner group

Signatures

/s/ Christopher G. McCann,
Attorney-in-Fact

07/18/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The Class B Common Stock is convertible at any time into an equal number of shares of Class A Common Stock at the option of the holder thereof. The Class B Common Stock has ten votes per share on all matters subject to the vote of shareholders.

Â

Remarks:

The Reporting Person disclaims beneficial ownership of the reported securities except to the extent

Exhibit List

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Edgar Filing: McCann James F III - Form 3

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.