

1 800 FLOWERS COM INC

Form 4

January 03, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
J P MORGAN PARTNERS SBIC
LLC

(Last) (First) (Middle)

C/O J.P. MORGAN
PARTNERS, 270 PARK AVENUE,
39TH FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/28/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Beneficial Ownership (Instr. 4)
Class A Common Stock	12/28/2006		S	3,010,740 (1)	D \$ 5.21 0	D	
Class A Common Stock					5,000	I	See Footnote (2)

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

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. 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 or Value of Underlying Securities (Instr. 3 and 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Purchase)	\$ 3.65					(3)	12/06/2010	Class A Common Stock	25,000	
Stock Option (Right to Purchase)	\$ 14.34					(3)	12/04/2011	Class A Common Stock	5,000	
Stock Option (Right to Purchase)	\$ 10.46					(3)	12/04/2012	Class A Common Stock	5,000	
Stock Option (Right to Purchase)	\$ 11.81					(3)	12/02/2013	Class A Common Stock	5,000	
Stock Option (Right to Purchase)	\$ 8.78					(3)	12/10/2014	Class A Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
J P MORGAN PARTNERS SBIC LLC C/O J.P. MORGAN PARTNERS 270 PARK AVENUE, 39TH FLOOR		X		

NEW YORK, NY 10017

Signatures

J.P. Morgan Partners (SBIC),
LLC

01/03/2007

__Signature of Reporting Person

Date

/s/ John C. Wilmot, Managing
Director

01/03/2007

__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) These shares represent shares of Class A Common Stock repurchased by the Issuer on December 28, 2006.
- (2) These Class A Common Stock were previously issued to Jeffrey Walker as part of his Director Compensation package. Mr. Walker is obligated to transfer any shares issued to JPM SBIC, at the request of JPM SBIC.
- (3) These stock options are immediately exercisable.
- (4) The stock options were granted to Jeffrey Walker. Mr. Walker is obligated to exercise the options, and to transfer any shares issued under the stock options to JPM SBIC, at the request of JPM SBIC.
- (5) These stock options were issued to J.P. Morgan Partners, LLC, the investment advisor to JPM SBIC.

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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