

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

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WALKER JEFFREY C**

(Last) (First) (Middle)

**JP MORGAN PARTNERS,  
LLC, 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 ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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 Beneficial Ownership (Instr. 4)
Class A Common Stock	12/28/2006		S	3,010,740 (1)	D \$ 0 \$ 5.21	I	See footnote. (2)
Class A Common Stock					5,000 (3)	D	

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. Principal Amount of Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Purchase) <u>(3)</u>	\$ 3.65							<u>(4)</u>	12/06/2010	Class A Common Stock	25,000
Stock Option (Right to Purchase) <u>(3)</u>	\$ 14.34							<u>(4)</u>	12/04/2011	Class A Common Stock	5,000
Stock Option (Right to Purchase)	\$ 10.46							<u>(4)</u>	12/04/2012	Class A Common Stock	5,000
Stock Option (Right to Purchase)	\$ 8.78							<u>(4)</u>	12/10/2014	Class A Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALKER JEFFREY C JP MORGAN PARTNERS, LLC 270 PARK AVENUE - 39TH FLOOR NEW YORK, NY 10017		X		

## Signatures

/s/ Jeffrey  
Walker

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 of Class A Common Stock were repurchased by the Issuer on December 28, 2006.

The amounts shown represent the beneficial ownership of the Issuer's securities by J.P. Morgan Partners (SBIC), LLC ("JPM SBIC"), a portion of which may be deemed attributable to the reporting person because the reporting person is a limited partner of J.P. Morgan Partners Master Fund Manager, L.P. ("MF Manager"), the general partner of the sole shareholder of JPM SBIC. The actual pro rata portion of such beneficial ownership is not readily determinable because it is subject to several variables, including the internal rate of return and vesting within the sole shareholder of JPM SBIC and within MF Manager. The reporting person disclaims beneficial ownership of the securities to the extent it exceeds his pecuniary interest.

(3) These shares of Class A Common Stock were previously issued to the reporting person as part of his Director's Compensation package. The reporting person is obligated to transfer any shares issued to him to JPM SBIC, at the request of JPM SBIC.

(4) The Stock Options are immediately exercisable. The Stock Options listed in rows 1-2 of Table II were initially granted to the reporting person. In July 2002, these Stock Options were transferred to JPM SBIC.

The amount shown in the third row of Table II represents the direct beneficial ownership of the Issuer's equity securities by JPM SBIC, a portion of which may be deemed attributable to the reporting person because the reporting person is a limited partner of MF Manager.

(5) The actual pro rata portion of such beneficial ownership is not readily determinable because it is subject to several variables, including the internal rate of return and vesting within the sole shareholder of JPM SBIC and MF Manager.

(6) These stock options were granted to the reporting person as Director's Compensation; the reporting person is obligated to transfer any shares issued under the stock options to JPM SBIC, at the request of 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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