

1 800 FLOWERS COM INC
Form 4
February 02, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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)

(Last) (First) (Middle)

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

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

C/O CCMP CAPITAL ADVISORS, LLC, 245 PARK AVENUE - 16TH FLOOR

01/31/2007

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

NEW YORK, NY 10167

(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. 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	01/31/2007		S		11,775	D	\$ 6.95
					5,000	I	

See footnotes (1)

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. 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. Priority 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)	\$ 14.34					(2) 12/04/2011	Class A Common Stock	5,000	
Stock Option (Right to Purchase)	\$ 10.46					(2) 12/04/2012	Class A Common Stock	5,000	
Stock Option (Right to Purchase)	\$ 8.78					(2) 12/10/2014	Class A Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALKER JEFFREY C C/O CCMP CAPITAL ADVISORS, LLC 245 PARK AVENUE - 16TH FLOOR NEW YORK, NY 10167	X			

Signatures

Jeffrey C. Walker
02/02/2007
**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).

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- The amounts shown represent the beneficial ownership of the Issuer's securities by J.P. Morgan Partners (SBIC), LLC ("JPM SBIC"), a
- (1) portion of which may be deemed attributable to the reporting person because the reporting person is a limited partner of JPMP Master Fund Manager, L.P. ("Manager"), the general partner of the sole shareholder of JPM SBIC.
 - (2) The Stock Options are immediately exercisable. The Stock Options listed in row 1 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 second 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.
 - (3) 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.
 - (4) 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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