

1 800 FLOWERS COM INC
Form 5
August 13, 2012

FORM 5

**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). Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
James F. McCann 2009 Grantor
Retained Annuity Trust No. 2

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
07/01/2012

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

ONE OLD COUNTRY ROAD, SUITE 500

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

CARLE PLACE, NY 11514

(City) (State) (Zip)

__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) (A) or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class B Common Stock	\$ 0		3 ⁽¹⁾					Class A Common Stock	6,718
Class B Common Stock	\$ 0	12/11/2010	G		1,002,044 ⁽³⁾			Class A Common Stock	1,002
Class B Common Stock	\$ 0	12/11/2011	G		1,239,293 ⁽³⁾			Class A Common Stock	1,239

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
James F. McCann 2009 Grantor Retained Annuity Trust No. 2 ONE OLD COUNTRY ROAD SUITE 500 CARLE PLACE, NY 11514		X		

Signatures

/s/James F. McCann, Trustee, on behalf of James F. McCann 2009 Grantor Retained Annuity Trust No. 2

08/13/2012

**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) The James F. McCann 2009 Grantor Retained Annuity Trust No. 2 (the "GRAT") became a 10% owner when it received 6,718,187 shares of Class B Common Stock on December 11, 2009 as a gift from James F. McCann.
- (2) 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.
- (3) These shares were distributed by the GRAT to James F. McCann pursuant to the GRAT's obligation to make an annual distribution.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.