

BROWN ROBERT V  
 Form 4/A  
 March 03, 2006

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

OMB APPROVAL

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**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 \*  
**BROWN ROBERT V**

2. Issuer Name and Ticker or Trading Symbol  
**TASTY BAKING CO [TSTY]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**C/O TASTY BAKING COMPANY, 2801 HUNTING PARK AVENUE**

3. Date of Earliest Transaction (Month/Day/Year)  
**10/29/2004**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Vice President, Route Sales**

(Street)  
**PHILADELPHIA, PA 19129**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**11/02/2004**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

(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 (D) Price			
Common Stock	10/29/2004		A	5,000 (1) A \$ 0	7,500	D	
Common Stock					1,498	I	By Thrift Plan

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

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SEC 1474 (9-02)

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)	10. Derivative Security Underlying Securities (Instr. 3 and 4)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN ROBERT V C/O TASTY BAKING COMPANY 2801 HUNTING PARK AVENUE PHILADELPHIA, PA 19129			Vice President, Route Sales	

## Signatures

/s/ Robert V. Brown 03/03/2006

\*\*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).

This statement is being filed merely to reflect an amendment to the vesting schedule of this restricted stock award that was previously granted on October 29, 2004 pursuant to the issuer's 2003 Long Term Incentive Plan. The initial grant (and the prior vesting schedule) was previously reported on November 2, 2004. The amended and restated award agreement was approved by the issuer's compensation

- (1) committee on February 28, 2006, and the agreement now provides for full vesting on the fifth anniversary of the date of grant, subject to accelerated vesting upon the later of (i) the third anniversary of the date of grant or (ii) the issuer's common stock price equaling or exceeding \$14 per share for ten consecutive trading days. To become vested pursuant to the foregoing, however, the reporting person must remain an employee of the issuer through the date of vesting.

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