

KOZICH RONALD J

Form 4

May 24, 2011

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 *
KOZICH RONALD J

(Last) (First) (Middle)

**C/O TASTY BAKING
COMPANY, NAVY YARD CORP.
CTR., THREE CRESCENT DR.**

(Street)

PHILADELPHIA, PA 19112

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/20/2011

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)
Common Stock	05/20/2011		U	(A) or (D) Amount (1) 7,250	D \$ 4 11,584	D	
Common Stock	05/24/2011		D	(A) or (D) Amount (2) 11,584	D \$ 4 0	D	

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOZICH RONALD J C/O TASTY BAKING COMPANY NAVY YARD CORP. CTR., THREE CRESCENT DR. PHILADELPHIA, PA 19112		X		

Signatures

/s/ Laurence Weilheimer,
Attorney-In-Fact
05/24/2011

**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).

Represents shares of common stock that were tendered by the reporting person to, and purchased by, Compass Merger Sub, Inc., a Pennsylvania corporation ("Purchaser") and a wholly-owned direct subsidiary of Flowers Foods, Inc., a Georgia corporation ("Flowers"),

(1) pursuant to Purchaser's offer to purchase all outstanding shares of Tasty Baking Company ("Issuer"), at a price of \$4.00 per share, net to the seller in cash, without interest and less any required withholding taxes, as described in the Tender Offer Statement on Schedule TO filed with the SEC by Flowers on April 21, 2011, as amended and supplemented.

Represents shares underlying deferred stock units previously granted to the reporting person by Issuer which (whether or not vested) were cancelled as of the Effective Time of the merger on May 24, 2011 of the Issuer and Purchaser, pursuant to which the Issuer survived the

(2) merger and became a wholly-owned subsidiary of Flowers ("Merger"). In connection with the Merger, the deferred stock units were cancelled and converted into the right to receive a payment of \$4.00 per share of common stock underlying each deferred stock unit, net to the reporting person in cash, without interest and less any required withholding taxes.

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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