

MCCANN CHRISTOPHER G

Form 4

November 01, 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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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCCANN CHRISTOPHER G

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)
ONE OLD COUNTRY
ROAD, SUITE 500

3. Date of Earliest Transaction
(Month/Day/Year)
10/31/2007

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

(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

CARLE PLACE, NY 11514

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class B Common Stock ⁽¹⁾	10/31/2007		M		25,000	A	\$ 2	25,000	D	
Class B Common Stock ⁽¹⁾	10/31/2007		S		18,026	D	\$ 12	6,974	D	
Class B Common Stock ⁽¹⁾	10/31/2007		S		3,831	D	\$ 12.01	3,143	D	
Class B	10/31/2007		S		2,700	D	\$	443	D	

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Common Stock ⁽¹⁾						12.02	
Class B Common Stock ⁽¹⁾	10/31/2007	S	443	D	\$ 12.05	0 ⁽²⁾	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)

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right To Buy)	\$ 2	10/31/2007		M	25,000	07/01/1998	07/01/2008	Class B Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCCANN CHRISTOPHER G ONE OLD COUNTRY ROAD SUITE 500 CARLE PLACE, NY 11514	X President

Signatures

/s/Christopher G. McCann	11/01/2007
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 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) Class B Common Stock is converted immediately upon sale into Class A Common Stock on a one-for-one basis, without payout of any exercise or conversion price.

In addition, the reporting person owns directly 1,776,019 shares of Class A Common Stock, of which 1,770,836 may be acquired within 60 days of October 9, 2007 through the exercise of stock options; indirectly owns 2,000,000 shares of Class B Common Stock held by a limited partnership of which the reporting person is a general partner and exercises control; and 52,548 shares of Class B Common Stock held by The McCann Charitable Foundation, Inc. of which the reporting person is a Director and Treasurer.
- (2)

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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