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MCCANN JAMES F
Form SC 13G
February 08, 2006

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

1-800-FLOWERS.COM, Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

68243Q

(CUSIP Number)

12/31/05

(Date of Event Which Requires Filing of this Statement)

Check the following box to designate the rule pursuant to which the Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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 control number.

CUSIP No. 68243Q

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

James F. McCann

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

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 4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER
 30,469,019 (1)

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER
 2,000,000 (1) (2)

7 SOLE DISPOSITIVE POWER
 30,469,019 (1)

8 SHARED DISPOSITIVE POWER
 2,000,000 (1) (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

32,469,019

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
 (x) (3)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

51.9% (4)

12 TYPE OF REPORTING PERSON*

IN

(1) All shares of Class A Common Stock indicated as beneficially owned by Mr. McCann are, as of the date of this Schedule 13G, held as shares of Class B Common Stock. The Class B Common Stock has ten votes per share on all matters subject to the vote of the stockholders. 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. This amount includes: (a) 24,225,385 shares of Class B Common Stock, (b) 423,114 shares of Class A Common Stock subject to currently vested options and options that vest within 60 days, (c) 58,548 shares of Class B Common Stock held by The McCann Charitable Foundation, Inc., of which Mr. McCann is a Director and the President; and (d) 5,761,972 shares of Class B Common Stock held by three Grantor Retained Annuity Trusts of which Mr. McCann is the Trustee.

(2) Shares indicated are shares of Class B Common Stock and are held by a limited partnership, of which Mr. McCann is a limited partner.

(3) Excludes 3,875,000 shares of Class B Common Stock for which Mr. McCann disclaims beneficial ownership that is held by a limited partnership over which he does not exercise control.

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(4) Based on 28,194,056 shares of Class A Common Stock outstanding on the date hereof.

Item 1.

- (a) Name of Issuer: 1-800-FLOWERS.COM, Inc.
- (b) Address of Issuer's Principal Executive Offices: One Old Country Road, Suite 500
Carle Place, NY 11514

Item 2.

- (a) - (c) Name, Address of Principal Business Offices, and
Citizenship of Persons Filing:

James F. McCann
One Old Country Road, Suite 500
Carle Place, NY 11514

Citizenship: USA
- (d) Title of Class of Securities: Common Stock
- (e) CUSIP Number: 68243Q

Item 3.

N/A

Item 4. Ownership

The information in items 1 and 5 through 11 on the cover page (p. 2) of this Schedule 13G (regarding the holdings of James F. McCann) is hereby incorporated by reference.

Item 5. Ownership of Five Percent or Less of a Class

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

N/A

Item 8. Identification and Classification of Members of the Group

N/A

Item 9. Notice of Dissolution of Group

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N/A

Item 10. Certification

N/A

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that that information set forth in this statement is true, complete and correct.

2/06/06

Date

/S/James F. McCann

Signature

James F. McCann / Chairman and Chief Executive Officer

Name/Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power or attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. Seess.240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)