

1 800 FLOWERS COM INC  
Form 4  
February 05, 2007

**FORM 4**

**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).

**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 \*  
**HARTNETT THOMAS G**

(Last) (First) (Middle)

**ONE OLD COUNTRY ROAD,  
SUITE 500**

(Street)

**CARLE PLACE, NY 11514**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**1 800 FLOWERS COM INC  
[FLWS]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/01/2007**

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)  
**Chief Operating Officer**

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 Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Class A Common Stock	02/01/2007		M			7,000	A	\$ 4.5	92,000	D
Class A Common Stock	02/01/2007		S			7,000	D	\$ 7.05	85,000	D
Class A Common Stock	02/01/2007		M			8,640	A	\$ 3.65	0	D
Class A Common Stock	02/01/2007		S			8,640	D	\$ 0	0	D

Common Stock 7.05

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

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(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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 4.5	02/01/2007		M	7,000	<u>(1)</u> 04/20/2010	Class A Common Stock	7,000
Employee Stock Option (Right to Buy)	\$ 3.65	02/01/2007		M	8,640	<u>(1)</u> 12/06/2010	Class A Common Stock	8,640

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARTNETT THOMAS G ONE OLD COUNTRY ROAD, SUITE 500 CARLE PLACE, NY 11514			Chief Operating Officer	

## Signatures

/s/ Thomas G. Hartnett  
02/05/2007  
Date

\_\_Signature of  
Reporting Person

## 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 options vest in five equal annual installments, beginning one year from the grant dates of April 20, 2000 and December 6, 2000, respectively.

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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