#### HARTNETT THOMAS G

Form 4 March 04, 2005

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* HARTNETT THOMAS G

2. Issuer Name and Ticker or Trading Symbol

1 800 FLOWERS COM INC

[FLWS]

(Last) (First) (Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 12/02/2004

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title \_X\_ Other (specify

below) below)

Senior Vice President / Retail and Fulfillment

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

WESTBURY, NY 11590

1600 STEWART AVE

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) 6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I)

(Instr. 4)

Ownership (Instr. 4)

(A) or

Code V Amount (D) Price

(Instr. 3 and 4)

Class A

Stock

Common 12/02/2004 A 5.775 Α

(1)  $5,775 \frac{(3)}{}$  D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

### Edgar Filing: HARTNETT THOMAS G - Form 4

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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 8.45	12/02/2004		A	17,500	12/02/2006	12/02/2014	Class A Common Stock	17,500

# **Reporting Owners**

Poparting Owner Name / Address	Relationships

Director 10% Owner Officer Other

HARTNETT THOMAS G 1600 STEWART AVE WESTBURY, NY 11590

Senior Vice President Retail and Fulfillment

### **Signatures**

/s/ Thomas G.

Hartnett 03/04/2005

\*\*Signature of Pate 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) Holder has been granted the award of restricted shares under the Company's 2003 Long Term Incentive and Share Award Plan. The share award shall become vested in full on the fourth anniversary of the date of grant.
- The option shall become exercisable with respect to 40% of the option shares after optionee's second year of service, and 20% of the option shares for each of the three years thereafter.
- (3) 5775 of total shares owned are restricted shares.

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.

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