

MCCANN CHRISTOPHER G
 Form 4
 November 01, 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 *
 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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/30/2007

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

CARLE PLACE, NY 11514

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

(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) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class B Common Stock ⁽¹⁾ | 10/30/2007 | | M | | 76,400 | A | \$ 2 76,400 D |
| Class B Common Stock ⁽¹⁾ | 10/30/2007 | | S | | 390 | D | \$ 11.84 76,010 D |
| Class B Common Stock ⁽¹⁾ | 10/30/2007 | | S | | 538 | D | \$ 11.87 75,472 D |
| Class B Common Stock ⁽¹⁾ | 10/30/2007 | | S | | 2,260 | D | \$ 73,212 D |

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| | | | | | | | | |
|---------------------------------------|------------|---|--------|---|----|-------|--------|---|
| Common Stock <u>(1)</u> | | | | | | 11.88 | | |
| Class B Common Stock <u>(1)</u> | 10/30/2007 | S | 1,700 | D | \$ | 11.89 | 71,512 | D |
| Class B Common Stock <u>(1)</u> | 10/30/2007 | S | 6,662 | D | \$ | 11.9 | 64,850 | D |
| Class B Common Stock <u>(1)</u> | 10/30/2007 | S | 1,300 | D | \$ | 11.91 | 63,550 | D |
| Class B Common Stock <u>(1)</u> | 10/30/2007 | S | 1,450 | D | \$ | 11.95 | 62,100 | D |
| Class B Common Stock <u>(1)</u> | 10/30/2007 | S | 1,700 | D | \$ | 11.96 | 60,400 | D |
| Class B Common Stock <u>(1)</u> | 10/30/2007 | S | 900 | D | \$ | 11.97 | 59,500 | D |
| Class B Common Stock <u>(1)</u> | 10/30/2007 | S | 600 | D | \$ | 11.98 | 58,900 | D |
| Class B Common Stock <u>(1)</u> | 10/30/2007 | S | 50,000 | D | \$ | 12 | 8,900 | D |
| Class B Common Stock <u>(1)</u> | 10/30/2007 | S | 2,300 | D | \$ | 12.1 | 6,600 | D |
| Class B Common Stock <u>(1)</u> | 10/30/2007 | S | 200 | D | \$ | 12.11 | 6,400 | D |
| Class B Common Stock <u>(1)</u> | 10/30/2007 | S | 5,519 | D | \$ | 12.2 | 881 | D |
| Class B Common Stock <u>(1)</u> | 10/30/2007 | S | 196 | D | \$ | 12.22 | 685 | D |
| Class B Common Stock <u>(1)</u> | 10/30/2007 | S | 100 | D | \$ | 12.23 | 585 | D |
| Class B Common Stock <u>(1)</u> | 10/30/2007 | S | 485 | D | \$ | 12.24 | 100 | D |

Class B
 Common Stock ⁽¹⁾ 10/30/2007 S 100 D \$ 12.25 0 D ⁽²⁾

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

Persons who 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.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 2 | 10/30/2007 | | M | 76,400 | 07/01/1998 07/01/2008 | Class B Common Stock 76,400 |

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
 **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)

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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.

- (2) 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.

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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