

HELLAUER JAMES C  
Form 4  
March 30, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 \*  
HELLAUER JAMES C

(Last) (First) (Middle)

C/O TASTY BAKING COMPANY, NAVY YARD CORP. CTR., THREE CRESCENT DR.

(Street)

PHILADELPHIA, PA 19112

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
TASTY BAKING CO [TSTY]

3. Date of Earliest Transaction (Month/Day/Year)  
03/27/2010

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock <sup>(1)</sup>     | 03/27/2010                           |  | A                              | V<br>Amount<br>563.3803<br><sup>(1)</sup>                         | (A)<br>or<br>(D)<br>Price<br>\$ 0   | 11,412.3743<br><sup>(2)</sup>                            | 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)**

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| 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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

**Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |       | Amount or Number of Shares |
|--|---------------|-----------|---------|-------|----------------------------|
|  | Director      | 10% Owner | Officer | Other |                            |
| HELLAUER JAMES C<br>C/O TASTY BAKING COMPANY<br>NAVY YARD CORP. CTR., THREE CRESCENT DR.<br>PHILADELPHIA, PA 19112 | X             |           |         |       |                            |

**Signatures**

/s/ Laurence Weilheimer as Attorney-in-Fact 03/30/2010  
\*\*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) The grant of Deferred Stock Units ("DSUs") was made pursuant to the Tasty Baking Company Deferred Stock Unit Plan for Directors (the "Plan"). Each DSU represents the right to receive one (1) share of Tasty Baking Company common stock. The DSUs will vest on the completion by the reporting person of five (5) years of continuous service as a director. The reporting person has served as a director since May 2005.
- (2) Includes 61.4807 DSUs acquired pursuant to the automatic dividend reinvestment provisions of the Plan.

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.