

O CONNOR KEVIN J  
 Form 4  
 December 08, 2005

**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 \*  
 O CONNOR KEVIN J

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)

C/O DOUBLECLICK INC., 111  
 EIGHTH AVENUE

3. Date of Earliest Transaction (Month/Day/Year)  
 12/02/2005

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

(Street)

NEW YORK, NY 10011

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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)**

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3)                        | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                  |                           |                      |                            |
|--|--|----------------------|-----------------|---|------------------|------------------|------------------|---------------------------|----------------------|----------------------------|
|  |  |                      | Code            | V   | (A)              | (D)              | Date Exercisable | Expiration Date           | Title                | Amount or Number of Shares |
| Stock Option (Right to Buy) <sup>(1)</sup> | \$ 6.9                                   | 12/02/2005           | A               |   | 10,000           |                  | 12/02/2005       | 12/02/2015 <sup>(2)</sup> | Class A Common Stock | 10,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| O CONNOR KEVIN J<br>C/O DOUBLECLICK INC.<br>111 EIGHTH AVENUE<br>NEW YORK, NY 10011 | X             |           |         |       |

## Signatures

/s/ Kevin O'Connor  
Date: 12/07/2005

\*\*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).
- The Stock Option was issued under Mr. O'Connor's compensation package as Director of the Company. Each non-employee Director of
- (1) the company receives on the date of the Annual Shareholder Meeting a grant of either 10,000 stock options which vest immediately or 2,500 shares of Class A Common Stock. Mr. O'Connor elected to receive the stock options.
  - (2) Includes stock options previously received that have different vesting, expiration dates and exercise prices.

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.