

1 800 FLOWERS COM INC

Form 4

May 05, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1600 STEWART AVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/03/2006

____ Director ____ 10% Owner
____X____ Officer (give title below) ____X____ Other (specify below)
Senior Vice President / Retail and Fulfillment

WESTBURY, NY 11590

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	05/03/2006		M		16,160	A	\$ 3.65
Class A Common Stock	05/03/2006		S		15,660	D	\$ 7.17
Class A Common Stock	05/03/2006		S		500	D	\$ 7.26

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option Right To Buy	\$ 3.65	05/03/2006		M	15,660	12/06/2001 12/06/2010	Class A Common Stock 15,660
Stock Option Right To Buy	\$ 3.65	05/03/2006		M	500	12/06/2001 12/06/2010	Class A Common Stock 500

Reporting Owners

Reporting 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 05/03/2006

__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 stock option was issued under the 1-800-Flowers.com, Inc's 1999 Stock Incentive Plan. The exercised schedule of the Stock Option is as follows: The option shall become exercisable with respect to 20% of the option shares upon Optionees completion of each year of service over the five year period measured from the vesting commencement date. In no event shall the option become exercisable for any additional option shares after Optionees cessation of service.

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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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