BAYLES AUTUMN R

Form 4

December 05, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number:

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * **BAYLES AUTUMN R**

2. Issuer Name and Ticker or Trading Symbol

TASTY BAKING CO [TSTY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(First)

(Street)

(State)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 05/10/2007

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

Sr. VP, Strategic Operations

C/O TASTY BAKING COMPANY, 2801 HUNTING PARK AVENUE

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

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

PHILADELPHIA, PA 19129

		Table 1 Troit Delivative Securities Required, Disposed 61, 61 Deliciteding 6 whea									
1.Title of Security	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed onth/Day/Year) Execution Date, if			3. 4. Securities Acquired Transaction(A) or Disposed of			6. Ownership Form: Direct	7. Nature of Indirect		
(Instr. 3)	•	any	Code	(D)			Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership		
							Following	(Instr. 4)	(Instr. 4)		
				(A) T		Reported Transaction(s)					
			C 1 W			ъ.	(Instr. 3 and 4)				
C			Code V	Amount	(D)	Price					
Common Stock	05/10/2007		A	114 (1)	A	\$0	37,329.49	D			
Common Stock	12/03/2008		A	20,000 (2)	A	\$0	57,329.49	D			
Common Stock							55.1183	I	By 401(k) Plan		

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumbe		Expiration Date		Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	Title	Or		
						Exercisable	Date				
				C-J- V	(A) (D)			of			
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BAYLES AUTUMN R C/O TASTY BAKING COMPANY 2801 HUNTING PARK AVENUE PHILADELPHIA, PA 19129

Sr. VP, Strategic Operations

Signatures

/s/ Autumn R.

Bayles 12/04/2008

**Signature of Person

**Bayles Date

**Bayles 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) Grant of unrestricted shares.
- (2) Grant of restricted stock that vests 100% on the fifth anniversary of the date of grant.

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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