

PIZZI CHARLES P
Form 4
May 06, 2008

FORM 4

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

OMB APPROVAL

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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 *
PIZZI CHARLES P

(Last) (First) (Middle)

C/O TASTY BAKING
COMPANY, 2801 HUNTING
PARK AVENUE

(Street)

PHILADELPHIA, PA 19129

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/25/2002

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)
President and CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------------------|---|--|-----------------------------------|
| | | | | Code | V Amount or Price | | | |
| Common Stock | 11/25/2002 | | G | | 500 | \$ 0 | 118,900 | D |
| Common Stock | 05/02/2008 | | P | | 300 | \$ 5.62 | 119,200 | D |
| Common Stock | 05/02/2008 | | P | | 100 | \$ 5.63 | 119,300 | D |
| Common Stock | 05/02/2008 | | P | | 100 | \$ 5.64 | 119,400 | D |
| Common Stock | 05/02/2008 | | P | | 500 | \$ 5.65 | 119,900 | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|---------|----------|---|----------------|
| Common Stock | 05/02/2008 | P | 100 | A | \$ 5.67 | 120,000 | D | |
| Common Stock | 05/02/2008 | P | 1,000 | A | \$ 5.68 | 121,000 | D | |
| Common Stock | 05/02/2008 | P | 1,000 | A | \$ 5.69 | 122,000 | D | |
| Common Stock | 05/02/2008 | P | 650 | A | \$ 5.7 | 122,650 | D | |
| Common Stock | 05/05/2008 | P | 1,000 | A | \$ 5.79 | 123,650 | D | |
| Common Stock | 05/05/2008 | P | 1,750 | A | \$ 5.8 | 125,400 | D | |
| Common Stock | 05/05/2008 | P | 1,000 | A | \$ 5.81 | 126,400 | D | |
| Common Stock | | | | | | 141.8496 | I | By 401(k) Plan |

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

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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 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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------|-----------------|-------|----------------------------|
| Code | V | (A) | (D) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PIZZI CHARLES P
C/O TASTY BAKING COMPANY
2801 HUNTING PARK AVENUE
PHILADELPHIA, PA 19129

X

President
and CEO

Signatures

/s/ Charles P.
Pizzi

05/06/2008

__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).

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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