

SMOLYANSKY LUDMILA

Form 4

July 28, 2011

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 *
SMOLYANSKY LUDMILA

2. Issuer Name and Ticker or Trading Symbol
LIFEWAY FOODS INC [LWAY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O LIFEWAY FOODS, INC., 6431 W. OAKTON ST.

3. Date of Earliest Transaction (Month/Day/Year)
07/26/2011

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

(Street)

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

MORTON GROVE, IL 60053

(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 or Price		
Common stock, no par value	07/26/2011		S		4,707 D \$ 11.1	7,491,267	D
Common stock, no par value	07/26/2011		S		399 D \$ 11.11	7,490,868	D
Common stock, no par value	07/26/2011		S		2 D \$ 11.12	7,490,866	D
Common stock, no par value	07/26/2011		S		100 D \$ 11.13	7,490,766	D

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par value								
Common stock, no par value	07/26/2011	S	414	D	\$ 11.14	7,490,352	D	
Common stock, no par value	07/27/2011	G	25,000	D	\$ 0	7,465,352	D	
Common stock, no par value	07/27/2011	G	15,000	A	\$ 0	15,000	I	See Footnote <u>(1)</u>
Common stock, no par value	07/28/2011	S	885	D	\$ 11.1	7,464,467	D	
Common stock, no par value	07/28/2011	S	600	D	\$ 11.11	7,463,867	D	
Common stock, no par value	07/28/2011	S	15	D	\$ 11.12	7,463,852	D	
Common stock, no par value	07/28/2011	S	100	D	\$ 11.14	7,463,752	D	
Common stock, no par value	07/28/2011	S	4,648	D	\$ 11.15	7,459,104	D	
Common stock, no par value	07/28/2011	S	300	D	\$ 11.16	7,458,804	D	
Common stock, no par value	07/28/2011	S	700	D	\$ 11.19	7,458,104	D	
Common stock, no par value	07/28/2011	S	1,200	D	\$ 11.2	7,456,904	D	
Common stock, no par value	07/28/2011	S	52	D	\$ 11.21	7,456,852	D	

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

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(9-02)

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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 Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMOLYANSKY LUDMILA C/O LIFEWAY FOODS, INC. 6431 W. OAKTON ST. MORTON GROVE, IL 60053	X	X		

Signatures

By: /s/ Ludmila Smolyansky 07/28/2011

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) These shares are held by The Smolyansky Foundation, of which Ludmila Smolyansky is a trustee.

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.