

NUTRACEA
Form 4
October 06, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
CROW TODD

(Last) (First) (Middle)

1241 HAWK'S FLIGHT COURT, SUITE 103

(Street)

EL DORADO HILLS, CA 95762

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NUTRACEA [NTRZ]

3. Date of Earliest Transaction (Month/Day/Year)
10/04/2005

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)
Chief Financial Officer

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

SUITE 103
EL DORADO HILLS, CA 95762

Signatures

/s/ Todd Crow

10/06/2005

__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).
- (1) Received in exchange for a non-plan stock option to acquire 50,000 shares of The RiceX Company common stock for \$0.30 per share in connection with the merger between The RiceX Company and NutraCea (the "Merger").
- (2) Received in the Merger in exchange for an employee stock option to acquire 100,000 shares of The RiceX Company common stock for \$0.30 per share.
- (3) Received in the Merger in exchange for an employee stock option to acquire 50,000 shares of The RiceX Company common stock for \$0.30 per share.
- (4) Received in the Merger in exchange for an employee stock option to acquire 900,000 shares of The RiceX Company common stock for \$0.30 per share.
- (5) Received in the Merger in exchange for a non-plan stock option to acquire 60,000 shares of The RiceX Company common stock for \$0.30 per share.
- (6) Received in the Merger in exchange for an employee stock option to acquire 50,000 shares of The RiceX Company common stock for \$0.30 per share.
- (7) Received in the Merger in exchange for an employee stock option to acquire 125,000 shares of The RiceX Company common stock for \$0.30 per share.
- (8) Received in the Merger in exchange for an employee stock option to acquire 700,111 shares of The RiceX Company common stock for \$0.30 per share.
- (9) Immediate vesting of 1/3 of options originally granted on March 31, 2005 with balance vesting monthly over three years.

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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