

STACK GEOFFREY L  
Form 4  
January 13, 2010

**FORM 4**

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

OMB APPROVAL

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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 \*  
STACK GEOFFREY L

2. Issuer Name and Ticker or Trading Symbol  
TEJON RANCH CO [TRC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
18802 BARDEEN AVE.  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/11/2010

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

IRVINE, CA 92612  
  
(City) (State) (Zip)

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

**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  | (D)  | Price                             |
| Tejon Ranch Co Common Stock     | 01/11/2010                           |  | M                              |   | 1,141   | A  | \$ 22.13                          |
|                                 |                                      |  |                                |   | 10,786  |  |                                   |

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

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SEC 1474 (9-02)

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

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| 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) | Amount or Number of Shares |                 |                          |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-----------------|--------------------------|-------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable           | Expiration Date | Title                    |       |
| Tejon Ranch Co. Restricted Stock Units     | <u>(1)</u>   | 03/19/2008 <sup>(1)</sup>            | <u>(1)</u>   | <u>A</u> <sup>(1)</sup>        | <u>0</u> <sup>(1)</sup>   | <u>(1)</u>   | <u>(1)</u>  |                            |                 | Tejon Ranch Common Stock | 0     |
| Tejon Ranch Co. Common Stock Options       | \$ 22.13   | 01/11/2010                           | 01/11/2010   | M                              | 1,141   | 01/11/2000   | 01/11/2010  |                            |                 | Tejon Ranch Common Stock | 1,141 |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| STACK GEOFFREY L<br>18802 BARDEEN AVE.<br>IRVINE, CA 92612 |               | X         |         |       |

## Signatures

/s/ Geoffrey L.  
Stack

01/13/2010

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) No new stock grants were granted. This is for information and update purposes only.

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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