

LANCASTER COLONY CORP
Form SC 13D/A
September 17, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

(Amendment No. 4)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13d-2(a)**

Lancaster Colony Corporation

(Name of Issuer)

Common Stock, no par value per share

(Title of Class of Securities)

513847103

(CUSIP Number)

Mr. James A. Mitarotonda

c/o Barington Companies Equity Partners, L.P.

888 Seventh Avenue, 17th Floor

New York, NY 10019

(212) 974-5700

(Name, Address and Telephone Number of

Person Authorized to Receive Notices

and Communications)

September 17, 2007

(Date of Event which Requires Filing

of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f), or 13d-1(g), check the following box: [].

(Continued on following pages)

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CUSIP No. 513847103

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1) **NAME OF REPORTING PERSON**

Barrington Companies Equity Partners, L.P.

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) **X**
(b) **o**

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**

WC

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)**

o

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

NUMBER OF
SHARES

7) **SOLE VOTING POWER**
490,416

BENEFICIALLY

8) **SHARED VOTING POWER**

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 490,416
	8) SHARED VOTING POWER None
	9) SOLE DISPOSITIVE POWER 490,416
	10) SHARED DISPOSITIVE POWER None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

490,416

12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

1.62%

14) **TYPE OF REPORTING PERSON**

OO

CUSIP No. 513847103

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1) **NAME OF REPORTING PERSON**

Barington Investments, L.P.

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**
WC

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)**

0

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**
Delaware

NUMBER OF 7) **SOLE VOTING POWER**
SHARES 225,992

BENEFICIALLY 8) **SHARED VOTING POWER**
OWNED BY None
EACH

REPORTING 9) **SOLE DISPOSITIVE POWER**
PERSON 225,992
WITH

10) **SHARED DISPOSITIVE POWER**
None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
225,992

12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

0

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
0.74%

14) **TYPE OF REPORTING PERSON**
PN

CUSIP No. 513847103

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1) **NAME OF REPORTING PERSON**

Barington Companies Advisors, LLC

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X
(b) 0

3) SEC USE ONLY

4) SOURCE OF FUNDS
OO

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 0

6) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 225,992
	8) SHARED VOTING POWER None
	9) SOLE DISPOSITIVE POWER 225,992
	10) SHARED DISPOSITIVE POWER None

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
225,992

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.74%

14) TYPE OF REPORTING PERSON
OO

1) **NAME OF REPORTING PERSON**

Benchmark Opportunitas Fund plc

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) **X**
(b) **o**

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**

WC

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)**

o

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Ireland

NUMBER OF SHARES 7) **SOLE VOTING POWER**
36,166

BENEFICIALLY OWNED BY EACH 8) **SHARED VOTING POWER**
REPORTING PERSON None

WITH 9) **SOLE DISPOSITIVE POWER**
36,166

10) **SHARED DISPOSITIVE POWER**
None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

36,166

12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

o

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

0.12%

14) **TYPE OF REPORTING PERSON**
CO

CUSIP No. 513847103

Page 7 of 34 Pages

1) **NAME OF REPORTING PERSON**

Barrington Offshore Advisors, LLC

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) **X**

(b) **o**

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**

OO

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)**

o

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER
	36,166
	8) SHARED VOTING POWER
	None
	9) SOLE DISPOSITIVE POWER
	36,166
	10) SHARED DISPOSITIVE POWER
	None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

36,166

- 12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** o
- 13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
0.12%
- 14) **TYPE OF REPORTING PERSON**
IA, OO
-

CUSIP No. 513847103

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- 1) **NAME OF REPORTING PERSON**
Barington Companies Offshore Fund, Ltd.
- 2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a) **X**
(b) **o**
- 3) **SEC USE ONLY**
- 4) **SOURCE OF FUNDS**
WC
- 5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)** o
- 6) **CITIZENSHIP OR PLACE OF ORGANIZATION**
British Virgin Islands
- | | |
|--|---|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 7) SOLE VOTING POWER
825,446 |
| | 8) SHARED VOTING POWER
None |
| | 9) SOLE DISPOSITIVE POWER
825,446 |

10) **SHARED DISPOSITIVE POWER**
None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
825,446

12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
2.72%

14) **TYPE OF REPORTING PERSON**
CO

CUSIP No. 513847103

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1) **NAME OF REPORTING PERSON**

Barington Offshore Advisors II, LLC

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a) **X**
(b) **0**

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**
OO

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)**

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**
Delaware

7) **SOLE VOTING POWER**

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	825,446	
	8) SHARED VOTING POWER	None
	9) SOLE DISPOSITIVE POWER	825,446
	10) SHARED DISPOSITIVE POWER	None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

825,446

12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

2.72%

14) **TYPE OF REPORTING PERSON**

IA, OO

CUSIP No. 513847103

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1) **NAME OF REPORTING PERSON**

Barrington Capital Group, L.P.

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**

OO

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED**

PURSUANT TO ITEMS 2(d) OR 2(e)

0

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 1,578,020
	8) SHARED VOTING POWER None
	9) SOLE DISPOSITIVE POWER 1,578,020
	10) SHARED DISPOSITIVE POWER None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

1,578,020

12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

0

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

5.20%

14) **TYPE OF REPORTING PERSON**

PN

CUSIP No. 513847103

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1) **NAME OF REPORTING PERSON**

LNA Capital Corp.

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) **X**

(b) **0**

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**
OO

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)**

0

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**
Delaware

NUMBER OF 7) **SOLE VOTING POWER**
SHARES 1,578,020

BENEFICIALLY 8) **SHARED VOTING POWER**
OWNED BY None

EACH
REPORTING 9) **SOLE DISPOSITIVE POWER**
PERSON 1,578,020

WITH
10) **SHARED DISPOSITIVE POWER**
None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
1,578,020

12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

0

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
5.20%

14) **TYPE OF REPORTING PERSON**
CO

1) **NAME OF REPORTING PERSON**

James A. Mitarotonda

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a) **X**
(b) **o**

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**
OO

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)** **o**

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 1,578,020
	8) SHARED VOTING POWER None
	9) SOLE DISPOSITIVE POWER 1,578,020
	10) SHARED DISPOSITIVE POWER None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
1,578,020

12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** **o**

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
5.20%

14) **TYPE OF REPORTING PERSON**
IN

CUSIP No. 513847103

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1) **NAME OF REPORTING PERSON**

RJG Capital Partners, L.P.

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) **X**
(b) **o**

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**

WC

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)**

o

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

NUMBER OF 7) **SOLE VOTING POWER**
SHARES 6,300

BENEFICIALLY 8) **SHARED VOTING POWER**
OWNED BY None

EACH
REPORTING 9) **SOLE DISPOSITIVE POWER**
PERSON 6,300

WITH
10) **SHARED DISPOSITIVE POWER**
None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

6,300

12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

o

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
0.02%

14) **TYPE OF REPORTING PERSON**
PN

CUSIP No. 513847103

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1) **NAME OF REPORTING PERSON**

RJG Capital Management, LLC

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) **X**
(b) **o**

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**

OO

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)**

o

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

NUMBER OF
SHARES

7) **SOLE VOTING POWER**
6,300

BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8) **SHARED VOTING POWER**
None

9) **SOLE DISPOSITIVE POWER**
6,300

10) **SHARED DISPOSITIVE POWER**
None

- 11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
6,300
- 12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**
- 13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
0.02%
- 14) **TYPE OF REPORTING PERSON**
OO
-

CUSIP No. 513847103

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- 1) **NAME OF REPORTING PERSON**
Ronald Gross
- 2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a) **X**
 (b) **O**
- 3) **SEC USE ONLY**
- 4) **SOURCE OF FUNDS**
OO
- 5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)**
- 6) **CITIZENSHIP OR PLACE OF ORGANIZATION**
United States
- 7) **SOLE VOTING POWER**
NUMBER OF 6,300
SHARES
- 8) **SHARED VOTING POWER**
BENEFICIALLY OWNED BY None

EACH

REPORTING

9) **SOLE DISPOSITIVE POWER**

PERSON

6,300

WITH

10) **SHARED DISPOSITIVE POWER**

None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

6,300

12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

0.02%

14) **TYPE OF REPORTING PERSON**

IN

CUSIP No. 513847103

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1) **NAME OF REPORTING PERSON**

D.B. Zwirn Special Opportunities Fund, L.P.

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**

WC

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)**

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER
	34,592	
	8)	SHARED VOTING POWER
	None	
	9)	SOLE DISPOSITIVE POWER
	34,592	
	10)	SHARED DISPOSITIVE POWER
	None	

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
34,592

12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
0.11%

14) **TYPE OF REPORTING PERSON**
PN

CUSIP No. 513847103

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1) **NAME OF REPORTING PERSON**

D.B. Zwirn Special Opportunities Fund, Ltd.

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)
(b)

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**

WC

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)**

0

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER
	67,501
	8) SHARED VOTING POWER
	None
	9) SOLE DISPOSITIVE POWER
	67,501
	10) SHARED DISPOSITIVE POWER
	None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

67,501

12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

0

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

0.22%

14) **TYPE OF REPORTING PERSON**

CO

CUSIP No. 513847103

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1) **NAME OF REPORTING PERSON**

HCM/Z Special Opportunities LLC

- 2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a) X
(b) 0
- 3) **SEC USE ONLY**
- 4) **SOURCE OF FUNDS**
WC
- 5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)** 0
- 6) **CITIZENSHIP OR PLACE OF ORGANIZATION**
Cayman Islands
- | | |
|--|---|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 7) SOLE VOTING POWER
7,908 |
| | 8) SHARED VOTING POWER
None |
| | 9) SOLE DISPOSITIVE POWER
7,908 |
| | 10) SHARED DISPOSITIVE POWER
None |
- 11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
7,908
- 12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** 0
- 13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
0.03%
- 14) **TYPE OF REPORTING PERSON**
OO
-

1) **NAME OF REPORTING PERSON**

D.B. Zwirn & Co., L.P.

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) **X**
(b) **o**

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**

OO

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)**

o

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

NUMBER OF SHARES 7) **SOLE VOTING POWER**
110,001

BENEFICIALLY OWNED BY EACH 8) **SHARED VOTING POWER**
REPORTING PERSON WITH None

9) **SOLE DISPOSITIVE POWER**
110,001

10) **SHARED DISPOSITIVE POWER**
None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

110,001

12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

o

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

0.36%

14) **TYPE OF REPORTING PERSON**
PN

CUSIP No. 513847103

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1) **NAME OF REPORTING PERSON**

DBZ GP, LLC

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) **X**
(b) **o**

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**

OO

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)**

o

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

NUMBER OF 7) **SOLE VOTING POWER**
SHARES 110,001

BENEFICIALLY 8) **SHARED VOTING POWER**
OWNED BY None

EACH
REPORTING 9) **SOLE DISPOSITIVE POWER**
PERSON 110,001

WITH
10) **SHARED DISPOSITIVE POWER**
None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

110,001

- 12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** **o**
- 13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
0.36%
- 14) **TYPE OF REPORTING PERSON**
OO
-

CUSIP No. 513847103

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- 1) **NAME OF REPORTING PERSON**
Zwirn Holdings, LLC
- 2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a) **X**
(b) **o**
- 3) **SEC USE ONLY**
- 4) **SOURCE OF FUNDS**
OO
- 5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)** **o**
- 6) **CITIZENSHIP OR PLACE OF ORGANIZATION**
Delaware
- | | |
|--|--|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING | 7) SOLE VOTING POWER
110,001 |
| | 8) SHARED VOTING POWER
None |
| | 9) SOLE DISPOSITIVE POWER |

PERSON 110,001
WITH

10) **SHARED DISPOSITIVE POWER**
None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

110,001

12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

0.36%

14) **TYPE OF REPORTING PERSON**

OO

CUSIP No. 513847103

Page 22 of 34 Pages

1) **NAME OF REPORTING PERSON**

Daniel B. Zwirn

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**

OO

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)**

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 110,001
	8) SHARED VOTING POWER None
	9) SOLE DISPOSITIVE POWER 110,001
	10) SHARED DISPOSITIVE POWER None

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
110,001

12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** 0

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
0.36%

14) **TYPE OF REPORTING PERSON**
IN

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This Amendment No. 4 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on March 19, 2007, as amended by that certain Amendment No. 1 filed with the SEC on June 18, 2007, that certain Amendment No. 2 filed with the SEC on June 25, 2007 and that certain Amendment No. 3 filed with the SEC on July 23, 2007 (collectively, the "Statement") by and on behalf of Barington Companies Equity Partners, L.P. ("Barington") and others with respect to the common stock, no par value per share (the "Common Stock"), of Lancaster Colony Corporation, an Ohio corporation (the "Company"). The principal executive offices of the Company are located at 37 West Broad Street, Columbus, Ohio 43215.

Item 2. Identity and Background.

The second paragraph of Item 2 (a) – (c) of the Statement is hereby amended and restated as follows:

As of September 14, 2007, the Reporting Entities are the beneficial owners of, in the aggregate, 1,694,321 shares of Common Stock, representing approximately 5.58% of the shares of Common Stock presently outstanding.

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Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Statement is hereby amended and supplemented as follows:

Since the filing of the Statement, Barington Companies Equity Partners, L.P., Barington Investments, L.P., Benchmark Opportunitas Fund plc, Barington Companies Offshore Fund, Ltd. and RJG Capital Partners, L.P. purchased an aggregate of 48,077 shares of Common Stock. All purchases of Common Stock by the Reporting Entities were made in open market transactions except for 20,000 shares purchased by Barington Companies Offshore Fund, Ltd. from Benchmark Opportunitas Fund plc in a private transaction, details of which are described in the attached Schedule. All purchases were funded by working capital, which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business. The amount of funds expended for such purchases (excluding commissions and other execution-related costs) was approximately \$385,968.00 by Barington Companies Equity Partners, L.P., \$111,180.00 by Barington Investments, L.P., \$506,158.61 by Benchmark Opportunitas Fund plc, \$858,772.00 by Barington Companies Offshore Fund, Ltd. and \$78,148.60 by RJG Capital Partners, L.P.

Item 4. Purpose of Transaction.

Item 4 of the Statement is hereby amended and supplemented as follows:

On September 17, 2007, James A. Mitarotonda, the Chairman and Chief Executive Officer of Barington Capital Group, L.P., sent a letter to John B. Gerlach, Jr., the Company's Chairman of the Board, Chief Executive Officer and President. The letter states that as a result of the past performance of the Board, including with respect to the matters detailed in the letter, the Reporting Entities lack confidence in the Board's ability to improve shareholder value and faithfully uphold the interests of the Company's public shareholders. Barington therefore intends to nominate alternative candidates for election to the Board at the Company's 2007 Annual Meeting of Shareholders. A copy of the letter is attached as Exhibit 99.4 hereto and incorporated herein by reference.

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Item 5. Interest in Securities of the Issuer.

Items 5(a) - (c) of the Statement are hereby amended and restated as follows:

(a) As of September 14, 2007, Barington Companies Equity Partners, L.P. beneficially owns an aggregate of 490,416 shares of Common Stock, representing approximately 1.62% of the shares of Common Stock presently outstanding based upon the 30,361,000 shares of Common Stock reported by the Company to be issued and outstanding as of August 20, 2007 in its Form 10-K/A filed with the SEC on August 31, 2007 (the "Issued and Outstanding Shares").

As of September 14, 2007, Barington Investments, L.P. beneficially owns 225,992 shares of Common Stock, representing approximately 0.74% of the Issued and Outstanding Shares. As of September 14, 2007, Benchmark Opportunitas Fund plc beneficially owns 36,166 shares of Common Stock, representing approximately 0.12% of the Issued and Outstanding Shares. As of September 14, 2007, Barington Companies Offshore Fund, Ltd. beneficially owns 825,446 shares of Common Stock, representing approximately 2.72% of the Issued and Outstanding Shares. As the general partner of Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC may be deemed to beneficially own the 490,416 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., representing approximately 1.62% of the Issued and Outstanding Shares. As the general partner of Barington Investments, L.P., Barington Companies Advisors, LLC may be deemed to beneficially own the 225,992 shares of Common Stock beneficially owned by Barington Investments, L.P., representing approximately 0.74% of the Issued and Outstanding Shares. As the investment advisor to Benchmark Opportunitas Fund plc, Barington Offshore Advisors, LLC may be deemed to beneficially own the 36,166 shares of Common Stock beneficially owned by Benchmark Opportunitas Fund plc, representing approximately 0.12% of the Issued and Outstanding Shares. As the investment advisor to Barington Companies Offshore Fund, Ltd., Barington Offshore Advisors II, LLC may be deemed to beneficially own the 825,446 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., representing approximately 2.72% of the Issued and Outstanding Shares. As the majority member of Barington Companies Investors, LLC, Barington Companies Advisors, LLC, Barington Offshore Advisors, LLC and Barington Offshore Advisors II, LLC, Barington Capital Group, L.P. may be deemed to beneficially own the 490,416 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 225,992 shares of Common Stock beneficially owned by Barington Investments, L.P., the 36,166 shares of Common Stock beneficially owned by Benchmark Opportunitas Fund plc and the 825,446 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting an aggregate of 1,578,020 shares, representing approximately 5.20% of the Issued and Outstanding Shares. As the general partner of Barington Capital Group, L.P., LNA Capital Corp. may be

deemed to beneficially own the 490,416 shares of Common Stock beneficially owned by Barington

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Companies Equity Partners, L.P., the 225,992 shares of Common Stock beneficially owned by Barington Investments, L.P., the 36,166 shares of Common Stock beneficially owned by Benchmark Opportunitas Fund plc and the 825,446 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting an aggregate of 1,578,020 shares of Common Stock, representing approximately 5.20% of the Issued and Outstanding Shares. As the sole stockholder and director of LNA Capital Corp., James A. Mitarotonda may be deemed to beneficially own the 490,416 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 225,992 shares of Common Stock beneficially owned by Barington Investments, L.P., the 36,166 shares of Common Stock beneficially owned by Benchmark Opportunitas Fund plc and the 825,446 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting an aggregate of 1,578,020 shares of Common Stock, representing approximately 5.20% of the Issued and Outstanding Shares. Mr. Mitarotonda has sole voting and dispositive power with respect to the 490,416 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 225,992 shares of Common Stock beneficially owned by Barington Investments, L.P., the 36,166 shares of Common Stock beneficially owned by Benchmark Opportunitas Fund plc and the 825,446 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd. Mr. Mitarotonda disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein.

As of September 14, 2007, RJG Capital Partners, L.P. beneficially owns 6,300 shares of Common Stock, representing approximately 0.02% of the Issued and Outstanding Shares. As the general partner of RJG Capital Partners, L.P., RJG Capital Management, LLC may be deemed to beneficially own the 6,300 shares beneficially owned by RJG Capital Partners, L.P., representing approximately 0.02% of the Issued and Outstanding Shares. As the managing member of RJG Capital Management, LLC, which in turn is the general partner of RJG Capital Partners, L.P., Ronald J. Gross may be deemed to beneficially own the 6,300 shares beneficially owned by RJG Capital Partners, L.P., representing approximately 0.02% of the Issued and Outstanding Shares. Mr. Gross has sole voting and dispositive power with respect to the 6,300 shares beneficially owned by RJG Capital Partners, L.P. by virtue of his authority to vote and dispose of such shares. Mr. Gross disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein.

As of September 14, 2007, D.B. Zwirn Special Opportunities Fund, L.P. beneficially owns 34,592 shares of Common Stock, representing approximately 0.11% of the Issued and Outstanding Shares. As of September 14, 2007, D.B. Zwirn Special Opportunities Fund, Ltd. beneficially owns 67,501 shares of Common Stock, representing approximately 0.22% of the Issued and Outstanding Shares. As of September 14, 2007, HCM/Z Special Opportunities LLC beneficially owns 7,908 shares of Common Stock, representing approximately 0.03% of the Issued and Outstanding Shares.

As the manager of D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund, Ltd. and HCM/Z Special Opportunities LLC, D.B. Zwirn & Co., L.P. may be deemed to beneficially own the 34,592 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 67,501 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 7,908 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, constituting an aggregate of 110,001 shares, representing approximately 0.36% of the Issued and Outstanding Shares. As general partner of D.B. Zwirn & Co., L.P., DBZ GP, LLC may be deemed to beneficially own the 34,592 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 67,501 shares of

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Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 7,908 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, constituting an aggregate of 110,001 shares, representing approximately 0.36% of the Issued and Outstanding Shares. As the managing member of DBZ GP, LLC, Zwirn Holdings, LLC may be deemed to beneficially own the 34,592 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 67,501 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 7,908 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC,

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constituting an aggregate of 110,001 shares, representing approximately 0.36% of the Issued and Outstanding Shares. As the managing member of Zwirn Holdings, LLC, Daniel B. Zwirn may be deemed to beneficially own the 34,592 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 67,501 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 7,908 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, constituting an aggregate of 110,001 shares, representing approximately 0.36% of the Issued and Outstanding Shares. Mr. Zwirn has sole voting and dispositive power with respect to the 34,592 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 67,501 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 7,908 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC. Mr. Zwirn disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

The Reporting Entities do not believe that certain of the foregoing information is called for by the Items of Schedule 13D and are disclosing it for supplemental informational purposes only. Information with respect to each of the Reporting Entities is given solely by such Reporting Entity and no Reporting Entity shall have responsibility for the accuracy or completeness of information supplied by another Reporting Entity.

(b) Each of the Reporting Entities may be deemed to have sole voting and dispositive power over the shares of Common Stock reported as beneficially owned by such person by virtue of their respective positions as described in paragraph (a).

Each of the other Reporting Entities may be deemed to have sole voting and dispositive power with respect to the shares each reports as beneficially owned by such person, regardless of the fact that multiple Reporting Entities within the same chain of ownership report sole voting and dispositive power with respect to such shares. Each such Reporting Entity reports sole voting and dispositive power with respect to such shares based on such person's relationship to the other Reporting Entities within the same chain of ownership. Except to the extent expressly stated herein, each Reporting Entity disclaims beneficial ownership of any shares of Common Stock beneficially owned by any other Reporting Entity.

(c) Information concerning all transactions in shares of Common Stock effected by the Reporting Persons since the filing of the Statement are described in the Schedule attached hereto and incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>	<u>Page</u>
99.4	Letter, dated September 17, 2007, from James A. Mitarotonda, the Chairman and Chief Executive Officer of Barington Capital Group, L.P., to John B. Gerlach, Jr., the Chairman of the Board, Chief Executive Officer and President of the Company.	32 to 34

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SIGNATURES

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After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certify that the information set forth in this Statement is true, complete and correct.

Dated: September 17, 2007

BARINGTON COMPANIES EQUITY
PARTNERS, L.P.

By: Barington Companies Investors, LLC, its
general partner

By: /s/ James A. Mitarotonda
Name: James A. Mitarotonda
Title: Managing Member

BARINGTON COMPANIES INVESTORS, LLC

By: /s/ James A. Mitarotonda
Name: James A. Mitarotonda
Title: Managing Member

BARINGTON INVESTMENTS, L.P.

By: Barington Companies Advisors, LLC, its
general partner

By: /s/ James A. Mitarotonda
Name: James A. Mitarotonda
Title: Managing Member

BARINGTON COMPANIES ADVISORS, LLC.

By: /s/ James A. Mitarotonda
Name: James A. Mitarotonda
Title: Managing Member

BENCHMARK OPPORTUNITAS FUND PLC

By: Barington Offshore Advisors, LLC

By: /s/ James A. Mitarotonda
Name: James A. Mitarotonda
Title: Managing Member

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BARINGTON OFFSHORE ADVISORS, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Managing Member

BARINGTON COMPANIES OFFSHORE FUND, LTD.

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: President

BARINGTON OFFSHORE ADVISORS II, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: Managing Member

BARINGTON CAPITAL GROUP, L.P.

By: LNA Capital Corp., its general partner

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: President and CEO

LNA CAPITAL CORP.

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: President and CEO

/s/ James A. Mitarotonda
James A. Mitarotonda

RJG CAPITAL PARTNERS, L.P.
By: RJG Capital Management, LLC, its general partner

By: /s/ Ronald J. Gross
Name: Ronald J. Gross
Title: Managing Member

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RJG CAPITAL MANAGEMENT, LLC

By: /s/ Ronald J. Gross
Name: Ronald J. Gross
Title: Managing Member

/s/ Ronald J. Gross
Ronald J. Gross

D.B. ZWIRN SPECIAL OPPORTUNITIES FUND, L.P.
By: D.B. Zwirn Partners, LLC, its general partner
By: Zwirn Holdings, LLC, its managing member

By: /s/ Daniel B. Zwirn
Name: Daniel B. Zwirn
Title: Managing Member

D.B. ZWIRN SPECIAL OPPORTUNITIES FUND, LTD.
By: D.B. Zwirn & Co., L.P., its manager
By: DBZ GP, LLC, its general partner
By: Zwirn Holdings, LLC, its managing member

By: /s/ Daniel B. Zwirn
Name: Daniel B. Zwirn

Title: Managing Member

HCM/Z SPECIAL OPPORTUNITIES LLC

By: D.B. Zwirn & Co., L.P., its manager

By: DBZ GP, LLC, its general partner

By: Zwirn Holdings, LLC, its managing member

By: /s/ Daniel B. Zwirn

Name: Daniel B. Zwirn

Title: Managing Member

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D.B. ZWIRN & CO., L.P.

By: DBZ GP, LLC, its general partner

By: Zwirn Holdings, LLC, its managing member

By: /s/ Daniel B. Zwirn

Name: Daniel B. Zwirn

Title: Managing Member

DBZ GP, LLC

By: Zwirn Holdings, LLC, its managing member

By: /s/ Daniel B. Zwirn

Name: Daniel B. Zwirn

Title: Managing Member

ZWIRN HOLDINGS, LLC

By: /s/ Daniel B. Zwirn

Name: Daniel B. Zwirn

Title: Managing Member

/s/ Daniel B. Zwirn

Daniel B. Zwirn

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SCHEDULE

This schedule sets forth information with respect to each purchase or sale of Common Stock which was effectuated by a Reporting Entity since the filing of the Statement. All transactions, except for the transaction described in the footnote below, were effectuated in open market transactions through a broker.

Shares purchased by Barington Companies Equity Partners, L.P.

Date	Number of Shares	Price Per Share	Cost (*)
7/24/2007	9,460	\$40.8000	\$385,968.00

Shares purchased by Barington Investments, L.P.

Date	Number of Shares	Price Per Share	Cost (*)
7/24/2007	2,725	\$40.8000	\$111,180.00

Shares purchased and sold by Benchmark Opportunitas Fund plc

Date	Number of Shares	Price Per Share	Cost (*)
7/24/2007	5,000	\$40.8000	\$204,000.00
8/14/2007	7,559	\$39.3640	\$297,552.48
8/15/2007	118	\$39.0350	\$4,606.13
9/4/2007(**)	(20,000)	\$40.4600	\$(809,200.00)

Shares purchased by Barington Companies Offshore Fund, Ltd.

Date	Number of Shares	Price Per Share	Cost (*)
7/24/2007	1,215	\$40.8000	\$49,572.00
9/4/2007(**)	20,000	\$40.4600	\$809,200.00

Shares purchased by RJG Capital Partners, L.P.

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Date	Number of Shares	Price Per Share	Cost (*)
7/26/2007	1,000	\$39.4396	\$39,439.60
7/27/2007	500	\$38.7000	\$19,350.00
8/3/2007	500	\$38.7180	\$19,359.00

(*) Excludes commissions and other execution related costs

(**) Private transaction between Benchmark Opportunitas Fund plc and Barington Companies Offshore Fund, Ltd.