

ROSA BRUCE L
Form 4
May 29, 2012

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 *
ROSA BRUCE L

2. Issuer Name and Ticker or Trading Symbol
LANCASTER COLONY CORP
[LANC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

Vice President

T. MARZETTI COMPANY, P. O.
BOX 29163

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

(Street)

COLUMBUS, OH 43229

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 50,458 | I | By Trust |
| Common Stock | | | | | 11,026.558 ⁽¹⁾ | I | By ESOP |
| Common Stock | | | | | 794.4661 ⁽²⁾ | I | By 401(k) Plan |
| Common Stock | 05/25/2012 | | M | 1,574 A | 5,410 ⁽³⁾ | D | |
| Common Stock | 05/25/2012 | 05/25/2012 | F | 510 D | \$ 4,900 65.73 | D | |

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

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(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 (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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|-------|--|-----------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Stock Appreciation Right | \$ 39.86 | 02/25/2009 | | A | 12,000 | | 02/25/2010 | 02/25/2014 | Common Stock |
| Stock Appreciation Right | \$ 58.79 | 02/24/2010 | | A | 14,000 | | 02/24/2011 | 02/24/2015 | Common Stock |
| Stock Appreciation Right | \$ 57.78 | 02/22/2011 | | A | 15,000 | | 02/22/2012 | 02/22/2016 | Common Stock |
| Stock Appreciation Right | \$ 68.12 | 02/21/2012 | | A | 16,000 | | 02/21/2013 | 02/21/2017 | Common Stock |
| Stock Appreciation Right | \$ 39.86 | 05/25/2012 | 05/25/2012 | M | | 4,000 | 02/27/2012 | 02/27/2013 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROSA BRUCE L T. MARZETTI COMPANY P. O. BOX 29163 COLUMBUS, OH 43229 | | | Vice President | |

Signatures

Patricia A. Schnieder, POA for Bruce L.
Rosa

05/29/2012

__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) Reflects ESOP allocations that had occurred as of 6/30/11.
- (2) Shares contributed by Lancaster Colony Corporation as a matching contribution under Lancaster Colony Corporation's 401(k) Plan as of 6/30/11.
- (3) Each Stock Appreciation Right represents the right to receive shares representing the spread between market price of \$65.73 and base price of \$39.86.

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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