

GERLACH JOHN B JR
Form 4
January 04, 2013

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 *
GERLACH JOHN B JR

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)
01/04/2013

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

LANCASTER COLONY CORPORATION, 37 W. BROAD STREET

(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

COLUMBUS, OH 43215

(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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock					121,162 ⁽⁴⁾	I	By Irrevocable Trust
Common Stock					55,523 ⁽⁴⁾	I	By Irrevocable Trust
Common Stock					228,915 ⁽⁴⁾	I	By Wife & Child
Common Stock					39,999 ⁽⁴⁾	I	By Trust

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Stock										
Common Stock							39,999 ⁽⁴⁾	I		By Trust
Common Stock							39,999 ⁽⁴⁾	I		By Trust
Common Stock							13,019.975 ⁽¹⁾	I		By ESOP
Common Stock							841.9996 ⁽²⁾	I		By 401(k) Plan
Common Stock							4,166.67 ⁽³⁾ ⁽⁴⁾	I		By S-Corp
Common Stock							4,872 ⁽³⁾ ⁽⁴⁾	I		By Limited Partnership
Common Stock	12/27/2012	12/27/2012	G ⁽⁵⁾	V	131,095	D	\$ 0	251,358	D	
Common Stock	12/27/2012	12/27/2012	G ⁽⁵⁾	V	65,000	A	\$ 0	65,000	I	By Irrevocable Trust 2
Common Stock	12/27/2012	12/27/2012	G ⁽⁵⁾	V	65,000	A	\$ 0	65,000	I	By Irrevocable Trust 2

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

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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 Beneficially Owned (Instr. 6)
				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
GERLACH JOHN B JR LANCASTER COLONY CORPORATION 37 W. BROAD STREET COLUMBUS, OH 43215	X		Chairman & CEO	

Signatures

Patricia A. Schnieder POA for John B.
Gerlach, Jr.

01/04/2013

**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 6/30/12
- (2) Shares contributed by Lancaster Colony Corporation as a matching contribution under Lancaster Colony Corporation's 401(k) Plan as of 6/30/12
- (3) The limited partnership interest became reportable as a pecuniary interest on April 5, 2002 when the Reporting Person became a director and a controlling person of the S-Corp, the general partner of the limited partnership
- (4) John B. Gerlach, Jr. disclaims a beneficial interest in all shares held indirectly by him
This transaction involved a gift of securities by the reporting person to his children and/or their trusts. The reporting person disclaims beneficial ownership of the shares held by his children and/or their trusts and this report should not be deemed an admission that the reporting person is the beneficial owner of his children's shares or the children's trusts' shares for purposes of Section 16 or for any other purpose.

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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