

CADIZ INC
Form 4
January 04, 2006

FORM 4

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

OMB APPROVAL

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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 *
SHAHEEN TIMOTHY J

(Last) (First) (Middle)

777 SOUTH FIGUEROA STREET, STE 4250

(Street)

LOS ANGELES, CA 90017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CADIZ INC [cdzi]

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2005

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----------------|---|--|-----------------------------------|
| | | | | (A) or (D) | Amount or Price | | | |
| Common Stock | 11/16/2005 | | G | V | 750 | D \$ 0 | 74,040 | D |
| Common Stock | 11/23/2005 | | G | V | 750 | D \$ 0 | 73,290 | D |
| Common Stock | 12/20/2005 | | G ⁽¹⁾ | V | 1,000 | D \$ 0 | 72,290 | D |
| Common Stock | 12/20/2005 | | G | V | 1,000 | A \$ 0 | 1,000 | I <u>By Trust (1)</u> |
| Common Stock | 12/20/2005 | | G ⁽²⁾ | V | 1,000 | D \$ 0 | 71,290 | D |

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| | | | | | | | | | |
|--------------|------------|------------------|---|-------|---|-------|-------|---|-----------------|
| Common Stock | 12/20/2005 | G | V | 1,000 | A | \$ 0 | 1,000 | I | By Trust (2) |
| Common Stock | 12/30/2005 | S ⁽³⁾ | | 1,000 | D | \$ 19 | 0 | I | By Trust (3) |
| Common Stock | 12/30/2005 | S ⁽⁴⁾ | | 1,000 | D | \$ 19 | 0 | I | By Turst (4) |

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.

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| SHAHEEN TIMOTHY J 777 SOUTH FIGUEROA STREET STE 4250 LOS ANGELES, CA 90017 | X | | | |

Signatures

Timothy J Shaheen 01/04/2006

**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) On December 20, 2005, 1,000 shares were gifted by the reporting person to an irrevocable trust for the benefit of the reporting person's son. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities.

(2) On December 20, 2005, 1,000 shares were gifted by the reporting person to an irrevocable trust for the benefit of the reporting person's daughter. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities.

(3) On December 30, 2005, 1,000 shares previously gifted by the reporting person to an irrevocable trust for the benefit of the reporting person's son were sold by such trust, as a consequence of which such trust no longer holds any securities of the issuer.

(4) On December 30, 2005, 1,000 shares previously gifted by the reporting person to an irrevocable trust for the benefit of the reporting person's daughter were sold by such trust, as a consequence of which such trust no longer holds any securities of the issuer.

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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