

BOYLAN JOHN L
Form 4
February 27, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BOYLAN JOHN 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)
02/27/2013

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

Vice President & Treasurer

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/26/2013		C ⁽⁴⁾		700	A	\$ 0
Common Stock					828.9018	(1)	I
Common Stock					6,194.612	(2)	I
							By 401(k) Plan
							By ESOP

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V	(A)	(D)	
Stock Appreciation Right ⁽³⁾	\$ 58.79	02/24/2010		A		14,000	02/24/2011 02/24/2015	Common Stock 14,000
Stock Appreciation Right ⁽³⁾	\$ 57.78	02/22/2011		A		15,000	02/22/2012 02/22/2016	Common Stock 15,000
Stock Appreciation Right ⁽³⁾	\$ 68.12	02/21/2012		A		16,000	02/21/2013 02/21/2017	Common Stock 16,000
Stock Appreciation Right ⁽³⁾	\$ 72.67	02/26/2013		A		17,000	02/26/2014 02/26/2018	Common Stock 17,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BOYLAN JOHN L 37 W. BROAD STREET COLUMBUS, OH 43215	X Vice President & Treasurer

Signatures

\s\Patricia A. Schnieder, POA for John L. Boylan 02/27/2013

**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) Shares contributed by Lancaster Colony Corporation as a matching contribution under Lancaster Colony Corporation's 401(k) Plan as of 6/30/12.

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- (2) Reflects ESOP allocations that had occurred as of 6/30/12.
- (3) Stock appreciation rights awarded to Mr. Boylan pursuant to the 2005 Stock Plan. The rights vest ratably over a three-year period beginning on the first anniversary of the grant date and can be exercised up to five years from the grant date.
- (4) Restricted stock awarded to Mr. Boylan pursuant to the 2005 Stock Plan. The restricted stock will vest on February 26, 2018. Vesting would accelerate on a change in control, death or disability and may accelerate at retirement under certain conditions.

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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