

CALAVO GROWERS INC  
 Form 4/A  
 October 15, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 HAUSE MICHAEL D

2. Issuer Name and Ticker or Trading Symbol  
 CALAVO GROWERS INC  
 [CVGW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1141A CUMMINGS ROAD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/10/2008

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

SANTA PAULA, CA 93060  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 10/14/2008

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)
			Code	V Amount (A) or (D) Price			
Common Stock	10/10/2008		M	5,000 A \$ 7	10,200	D	
Common Stock	10/10/2008		S	1,720 D \$ 12	8,480	D	
Common Stock	10/10/2008		S	100 D \$ 12.01	8,380	D	
Common Stock	10/10/2008		S	300 D \$ 12.12	8,080	D	
Common Stock	10/13/2008		S	2,880 D \$ 12.01	5,200	D	

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.**

SEC 1474  
(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 or Value of Derivative Security (Instr. 3)
Stock Option (right to buy)	\$ 7	10/10/2008		X	5,000	(1) (1)	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAUSE MICHAEL D 1141A CUMMINGS ROAD SANTA PAULA, CA 93060	X			

## Signatures

/s/ Michael D.  
Hause 10/15/2008

\*\*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) The original option's vesting schedule at date of grant was as follows: 8,000 shares vested on 12-16-04 and remained exercisable until 12-15-09. 8,000 shares vested on 12-16-05 and remained exercisable until 12-15-10. 9,000 shares vested on 12-16-06 and remained exercisable until 12-15-11. Reporting Person's stock option agreement was modified in December, 2005 to shorten the option life. Such modification was contemplated primarily because of Section 409A of the tax code. 7,000 option shares expires unexercised.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Edgar Filing: CALAVO GROWERS INC - Form 4/A

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.