

Rystrom Brent Robert
 Form 4
 October 03, 2018

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 *
 Rystrom Brent Robert

2. Issuer Name and Ticker or Trading Symbol
 RiceBran Technologies [RIBT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1330 LAKE ROBBINS DRIVE,
 SUITE 250
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/01/2018

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

THE WOODLANDS, TX 77380
 (City) (State) (Zip)

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

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 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		

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Stock Option, right to buy	\$ 2.86	10/01/2018			A		150,000		<u>(1)</u>	10/01/2028	Common Stock	150,000
Restricted Stock Units	<u>(2)</u>	10/01/2018			A		330,000		<u>(3)</u>	<u>(3)</u>	Common Stock	330,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rystrom Brent Robert 1330 LAKE ROBBINS DRIVE, SUITE 250 THE WOODLANDS, TX 77380	X		CEO and President	

Signatures

Dennis Dykes, by power of attorney
10/03/2018

 **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 option vests and becomes exercisable as to 25% of the option shares annually beginning October 1, 2019.

(2) Each restricted stock unit (RSU) represents a contingent right to receive one share of common stock.

The RSU shares vest based upon a vesting price equal to the volume weighted average trading price of our common stock over sixty-five consecutive trading days. The RSU shares vest as to (i) 7,500 shares if the vesting price equals or exceeds \$5.00 per share, (ii) 22,500 shares if the vesting price equals or exceeds \$10.00 per share and (iii) 300,000 shares on the later of (a) October 1, 2019 and (b) the date the vesting price equals or exceeds \$15.00 per share. The shares covered by the RSU would be issued following vesting as provided in the 2014 Equity Incentive Plan and RSU agreement.

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