

LANCASTER COLONY CORP  
Form 4  
March 07, 2014

**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 \*  
ROSA BRUCE 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)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President

T. MARZETTI COMPANY, P. O.  
BOX 29163

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 43229

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					50,840	I	By Trust
Common Stock					12,295.453 <sup>(1)</sup>	I	By ESOP
Common Stock					1,020.435 <sup>(2)</sup>	I	By 401(k) Plan
Common Stock	03/06/2014	03/06/2014	M	1,923 A	\$ 0 <sup>(3)</sup> 12,962	D	
Common Stock	03/06/2014	03/06/2014	F	624 D	\$ 93.91 12,338	D	

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Common Stock	03/06/2014	03/06/2014	M	1,464	A	(4)	13,802	D
Common Stock	03/06/2014	03/06/2014	F	475	D	\$ 93.91	13,327	D
Common Stock	03/06/2014	03/06/2014	M	1,281	A	(5)	14,608	D
Common Stock	03/06/2014	03/06/2014	F	415	D	\$ 93.91	14,193	D

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

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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 Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Stock Appreciation Right	\$ 57.78	02/22/2011		A	5,000		02/22/2012	02/22/2016	Common Stock
Stock Appreciation Right	\$ 68.12	02/21/2012		A	10,667		02/21/2013	02/21/2017	Common Stock
Stock Appreciation Right	\$ 72.67	02/26/2013		A	17,000		02/26/2014	02/26/2018	Common Stock
Stock Appreciation Right	\$ 89.29	02/25/2014		A	14,400		02/25/2015	02/25/2019	Common Stock
Stock Appreciation Right <sup>(3)</sup>	\$ 57.78	03/06/2014	03/06/2014	M		5,000	02/22/2014	02/22/2016	Common Stock
Stock Appreciation Right <sup>(4)</sup>	\$ 68.12	03/06/2014	03/06/2014	M		5,333	02/21/2014	02/21/2017	Common Stock

Stock										
Appreciation	\$ 72.67	03/06/2014	03/06/2014	M	5,666	02/26/2014	02/26/2018			Common
Right <sup>(5)</sup>										Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSA BRUCE L T. MARZETTI COMPANY P. O. BOX 29163 COLUMBUS, OH 43229			Vice President	

## Signatures

Patricia A. Schnieder, POA for Bruce L. Rosa	03/07/2014
<u>        </u> 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 6/30/13.
- (2) Shares contributed by Lancaster Colony Corporation as a matching contribution under Lancaster Colony Corporation's 401(k) Plan as of 6/30/13.
- (3) Each Stock Appreciation Right represents the right to receive shares representing the spread between market price of \$93.91 and base price of \$57.78
- (4) Each Stock Appreciation Right represents the right to receive shares representing the spread between market price of \$93.91 and base price of \$68.12
- (5) Each Stock Appreciation Right represents the right to receive shares representing the spread between market price of \$93.91 and base price of \$72.67

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.