

MGP INGREDIENTS INC  
 Form 5  
 February 18, 2015

# FORM 5

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**Seaberg Karen**  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**MGP INGREDIENTS INC [MGPI]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

20073 266TH ROAD  
 (Street)  
 ATCHISON, KS 66002  
 (City) (State) (Zip)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2014

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

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

6. Individual or Joint/Group Reporting  
 (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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	07/31/2014	Â	G5 <sup>(1)</sup>	3,270 D \$ 0	836,856	I	by spouse's trust
Common Stock	09/11/2014	Â	G5 <sup>(1)</sup>	596 D \$ 0	836,260	I	by spouse's trust
Common Stock	12/02/2014	Â	G5 <sup>(2)</sup>	500 A \$ 0	165,819	I	by trust
Common Stock	12/15/2014	Â	G5 <sup>(1)</sup>	9,294 D \$ 0	826,966	I	by spouse's trust
	12/16/2014	Â	G5 <sup>(1)</sup>	4,026 D \$ 0	822,940	I	

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Common Stock										by spouse's trust
Common Stock	12/16/2014	Â	G5 <sup>(2)</sup>	500	A	\$ 0	823,440	I		by spouse's trust
Common Stock	Â	Â	Â	Â	Â	Â	2,573,967	I		by Cray MGP Holdings LP
Common Stock	Â	Â	Â	Â	Â	Â	120,000	I		by spouse's IRA
Common Stock	Â	Â	Â	Â	Â	Â	29,754	I		by ESPP
Common Stock	Â	Â	Â	Â	Â	Â	27,735	D		Â

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

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**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. of
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Seaberg Karen 20073 266TH ROAD ATCHISON, KS 66002	Â X	Â	Â	Â

## Signatures

Lori Norlen, Attorney in Fact for Karen  
Seaberg

02/17/2015

\_\_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 gift reported was made to family members and charities from the Reporting Person's spouse's trust.
  - (2) These shares were a gift from a family member.

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