

Sawyer Robert M
Form 4
November 13, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
Sawyer Robert M

(Last) (First) (Middle)

C/O LIMONEIRA
COMPANY, 1141 CUMMINGS
ROAD

(Street)

SANTA PAULA, CA 93060

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Limoneira CO [LMNR]

3. Date of Earliest Transaction
(Month/Day/Year)
10/16/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 | | 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|---------------------|---|---|------------|---|--|--|---------------------|
| | | | Code | V | Amount | (A) or (D) | | | | Price |
| Common Stock | 10/16/2017 | | S ⁽¹⁾ | | 1 | D | \$ 23.631 | 25,512 | I | By Trust <u>(2)</u> |
| Common Stock | 10/16/2017 | | S | | 2 | D | \$ 23.6549 | 161,775 | I | By Trust <u>(3)</u> |
| Common Stock | 11/01/2017 | | G | V | 6,085 | D | \$ 0 | 19,427 | I | By Trust <u>(2)</u> |
| Common Stock | 11/01/2017 | | G | V | 6,085 | A | \$ 0 | 6,085 | I | By Trust <u>(4)</u> |
| Common Stock | 11/02/2017 | | G | V | 53,925 | D | \$ 0 | 107,850 | I | By Trust <u>(3)</u> |

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| | | | | | | | | | |
|--------------|------------|---|---|--------|---|------|--------|---|-----------------|
| Common Stock | 11/02/2017 | G | V | 53,925 | A | \$ 0 | 60,010 | I | By Trust (4) |
| Common Stock | 11/02/2017 | G | V | 4,838 | D | \$ 0 | 14,589 | I | By Trust (2) |
| Common Stock | 11/02/2017 | G | V | 2,419 | A | \$ 0 | 60,134 | I | By Trust (5) |
| Common Stock | 11/03/2017 | G | V | 6,085 | D | \$ 0 | 8,504 | I | By Trust (2) |
| Common Stock | 11/06/2017 | G | V | 53,925 | D | \$ 0 | 53,925 | I | By Trust (3) |

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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Sawyer Robert M C/O LIMONEIRA COMPANY 1141 CUMMINGS ROAD SANTA PAULA, CA 93060 | X | | | |

Signatures

/s/ Robert M. Sawyer, by Don P. Delmatoff and Joseph D. Rumley as attorneys-in-fact

11/13/2017

__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 following transactions are in respect to the winding-up of the Sawyer Family Survivor's Trust and the Sawyer Family Bypass Trust upon the death of the surviving settlor pursuant to the terms of such trusts.

Reflects shares indirectly held by the Reporting Person in the Sawyer Family Survivor's Trust not previously reported by the Reporting Person. Mr. Sawyer became a co-trustee of the Sawyer Family Survivor's Trust in 2014. The Reporting Person disclaims beneficial ownership of shares of Issuer common stock held by the trust except to the extent of his pecuniary interest therein.

Reflects shares indirectly held by the Reporting Person in the Sawyer Family Bypass Trust not previously reported by the Reporting Person. Mr. Sawyer became a co-trustee of the Sawyer Family Bypass Trust in 2014. The Reporting Person disclaims beneficial ownership of shares of Issuer common stock held by the trust except to the extent of his pecuniary interest therein.

(4) Shares beneficially owned by the Reporting Person through the Robert McGahie Sawyer Separate GST Trust.

(5) Shares beneficially owned by the Reporting Person through the Sawyer Family 2004 Revocable Trust u/t/a/ dated July 22, 2004.

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.