

Gibson James E
Form 4/A
March 26, 2019

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 *
Gibson James E

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)
1141-A CUMMINGS ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/08/2019

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
President of Subsidiary Corp.

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

4. If Amendment, Date Original Filed(Month/Day/Year)
01/10/2019

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 | 01/08/2019 | | F | 343 D \$ 79.28 | 57,920 ⁽¹⁾ | D | |
| Common Stock | | | | | 4,986 ⁽²⁾ | I | By The Gibson Family Trust |

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

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SEC 1474 (9-02)

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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. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gibson James E 1141-A CUMMINGS ROAD SANTA PAULA, CA 93060 | | | President of Subsidiary Corp. | |

Signatures

/s/ James E. Gibson 03/26/2019

__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 amended number of shares shown here as being directly owned by the reporting person following the reported transaction now reflects the transfer of 4,148 shares of restricted stock that, upon vesting, had been transferred to The Gibson Family Trust (the "Family Trust"), but had previously been inadvertently reflected as being directly owned by the reporting person.

(2) Shares held indirectly by the reporting person in the name of the Family Trust, of which the reporting person is a trustee and in which the reporting person has a pecuniary interest. The number of shares shown here as being indirectly owned by the Family Trust now reflects 4,148 additional shares of restricted stock that, upon vesting, were transferred to the Family Trust, but had been inadvertently omitted from the Family Trust's amount of securities beneficially owned (such shares had instead still been reflected as being directly owned by the reporting person, as noted in Footnote 1).

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.