

CONSOLIDATED TOMOKA LAND CO
Form 4
August 27, 2012

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 *
WINTERGREEN FUND, INC.

2. Issuer Name and Ticker or Trading Symbol
CONSOLIDATED TOMOKA LAND CO [CTO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
333 ROUTE 46 WEST, SUITE 204
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/22/2012

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

MOUNTAIN LAKES, NJ 07046

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

(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 Indirect or Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock <u>(1)</u> | 08/22/2012 | | P | 267,271 A \$ 29.58 | 1,044,295 | D | |
| Common Stock <u>(1)</u> | 08/22/2012 | | P | 188,039 A \$ 29.58 | 1,232,334 | D | |
| Common Stock <u>(2)</u> | 08/22/2012 | | S | 267,271 D \$ 29.58 | 498,780 | I | By advisory clients of Wintergreen Advisers, LLC |
| Common Stock <u>(2)</u> | 08/22/2012 | | S | 188,039 D \$ 29.58 | 310,741 | I | By advisory clients of |

Wintergreen
Advisers,
LLC

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.

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| WINTERGREEN FUND, INC. 333 ROUTE 46 WEST SUITE 204 MOUNTAIN LAKES, NJ 07046 | | X | | |
| Wintergreen Advisers, LLC 333 ROUTE 46 WEST SUITE 204 MOUNTAIN LAKES, NJ 07046 | | X | | |

Signatures

Wintergreen Fund, Inc. by /s/ David J. Winters, Executive Vice President 08/27/2012

__Signature of Reporting Person

Date

Wintergreen Advisers, LLC by /s/ David J. Winters, Managing Member 08/27/2012

__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).

These securities are owned directly by Wintergreen Fund, Inc. Wintergreen Advisers, LLC is the investment manager of Wintergreen Fund, Inc. and disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein. Wintergreen

- (1) Advisers, LLC has no pecuniary interest in the securities beneficially owned by Wintergreen Fund, Inc. This report shall not be deemed an admission that the Wintergreen Advisers, LLC is the beneficial owner of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

These securities may be deemed to be beneficially owned by Wintergreen Advisers, LLC the investment manager of other advisory clients. Wintergreen Advisers, LLC disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein. This report shall not be deemed an admission that the Wintergreen Advisers, LLC is the beneficial owner of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

- (2)

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.