

LANCASTER COLONY CORP
Form 4
February 26, 2014

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 *
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)
02/26/2014

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President

T. MARZETTI COMPANY, P. O.
BOX 29163

(Street)

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 ⁽¹⁾	I	By ESOP
Common Stock					1,020.435 ⁽²⁾	I	By 401(k) Plan
Common Stock	02/25/2014		C ⁽³⁾	1,030 A \$ 0	11,039	D	

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Right ⁽⁴⁾	\$ 57.78	02/22/2011		A	10,000	02/22/2012 02/22/2016	Common Stock	5,000
Stock Appreciation Right ⁽⁴⁾	\$ 68.12	02/21/2012		A	16,000	02/21/2013 02/21/2017	Common Stock	10,000
Stock Appreciation Right ⁽⁴⁾	\$ 72.67	02/26/2013		A	17,000	02/26/2014 02/26/2018	Common Stock	17,000
Stock Appreciation Right ⁽⁴⁾	\$ 89.29	02/25/2014		A	14,400	02/25/2015 02/25/2019	Common Stock	14,400

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

02/26/2014

__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) Restricted stock awarded to Mr. Rosa pursuant to the 2005 Stock Plan. The restricted stock will vest on February 25, 2019. Vesting would accelerate on a change in control, death or disability and may accelerate at retirement under certain conditions.
- (4) Stock appreciation rights awarded to Mr. Rosa pursuant to the 2005 Stock Plan. The rights vest ratably over a three-year period beginning on the first anniversary of the grant date and can be exercised up to five years from the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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