

LANCASTER COLONY CORP

Form 4

February 26, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROSA BRUCE L

(Last) (First) (Middle)

T. MARZETTI COMPANY, P. O.
BOX 29163

(Street)

COLUMBUS, OH 43229

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
LANCASTER COLONY CORP
[LANC]

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (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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(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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	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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