ROSA BRUCE L Form 4

February 27, 2009

## FORM 4

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

OMB 3235-0287 Number:

**OMB APPROVAL** 

Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2005 Estimated average burden hours per 0.5

January 31,

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Add ROSA BRUC	dress of Reporting Person CE 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) T. MARZETT BOX 29163	(First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/25/2009	Director 10% Owner X Officer (give title Other (specify below) Vice President		
COLUMBUS	(Street) , OH 43229	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(6)					

(City)	(State) (Z	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						lly 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 onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/25/2009		A(1)	300	A	\$0	600	D	
Common Stock							47,705	I	By Trust
Common Stock							10,298.763 (2)	I	By ESOP
Common Stock							565.0684 (3)	I	By 401(k) Plan

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)

S	. 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. Transactio Code (Instr. 8)	5. Number of or 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 Amoun Underlying Securiti (Instr. 3 and 4)	
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
S H S	Common Stock - Employee Stock Option Right to Buy)	\$ 41.52	02/23/2005		M	15,000	02/23/2005	02/28/2010	Common Stock	15,0
A	Stock Apprecition Right (4)	\$ 38.31	02/27/2008		A	12,000	02/27/2009	02/27/2013	Common Stock	12,0
A	Stock Appreciation Right (4)	\$ 39.86	02/25/2009		A	12,000	02/25/2010	02/25/2014	Common Stock	12,0

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ROSA BRUCE L							
T MARZETTI COMPANY							

P.O. BOX 29163

Vice President

COLUMBUS, OH 43229

## **Signatures**

Patricia A. Schnieder, POA for Bruce L. 02/27/2009 Rosa

> \*\*Signature of Reporting Person Date

2 Reporting Owners

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### **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) Restricted Stock awarded Mr. Rosa pursuant to the 2005 Stock Plan. The restricted stock will vest on February 25, 2012. Vesting would accelerate on a change in control, death or disability.
- (2) Reflects ESOP allocations that had occurred as of 6/30/08.
- (3) Shares contributed by Lancaster Colony Corporation as a matching contribution under Lancaster Colony Corporation's 401(k) Plan as of 6/30/08.
- (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. 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.