

ROSA BRUCE L
Form 4
May 30, 2013

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)

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

T. MARZETTI COMPANY, P. O.
BOX 29163

05/29/2013

Vice President

(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 Indirect Ownership (Instr. 4)
Common Stock					50,840	I	By Trust
Common Stock					11,242.785 ⁽¹⁾	I	By ESOP
Common Stock					849.7592 ⁽²⁾	I	By 401(k) Plan
Common Stock	02/26/2013	05/28/2013	M	1,409 A	\$ 0 ⁽³⁾	8,780	D
Common Stock	05/28/2013	05/28/2013	F	457 D	\$ 84.228	8,323	D

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Common Stock	05/28/2013	05/28/2013	M	1,570	A	(4)	9,893	D
Common Stock	05/28/2013	05/28/2013	F	509	D	\$ 84.228	9,384	D
Common Stock	05/28/2013	05/28/2013	M	1,019	A	(5)	10,403	D
Common Stock	05/28/2013	05/28/2013	F	330	D	\$ 84.228	10,073	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 Underlying Security (Instr. 3 and 4)	
				Code	V	(A)	(D)	Title	
Stock Appreciation Right	\$ 58.79	02/24/2010		A		4,668		Common Stock	
Stock Appreciation Right	\$ 57.78	02/22/2011		A		10,000		Common Stock	
Stock Appreciation Right	\$ 68.12	02/21/2012		A		16,000		Common Stock	
Stock Appreciation Right	\$ 72.67	02/26/2013		A		17,000		Common Stock	
Stock Appreciation Right	\$ 58.79	05/28/2013	05/28/2013	M		4,668	02/25/2013	02/24/2015	Common Stock
Stock Appreciation Right	\$ 57.78	05/28/2013	05/28/2013	M		5,000	02/22/2013	02/22/2016	Common Stock

Stock										
Appreciation Right	\$ 68.12	05/28/2013	05/28/2013	M	5,333	02/21/2013	02/21/2017			Common Stock

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	05/30/2013
<u> </u> 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 6/30/12.
- (2) Shares contributed by Lancaster Colony Corporation as a matching contribution under Lancaster Colony Corporation's 401(k) Plan as of 6/30/12.
- (3) Each Stock Appreciation Right represents the right to receive shares representing the spread between market price of \$84.228 and base price of \$58.79
- (4) Each Stock Appreciation Right represents the right to receive shares representing the spread between market price of \$84.228 and base price of \$57.78
- (5) Each Stock Appreciation Right represents the right to receive shares representing the spread between market price of \$84.228 and base price of \$68.12

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.