

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-09** | Period of Report: **2012-12-28**  
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### REPORTING OWNER

#### Teague Alex M

CIK: **1488787**

Type: **4** | Act: **34** | File No.: **001-34755** | Film No.: **13520371**

Mailing Address

*1141 CUMMINGS ROAD  
SANTA PAULA CA 93060*

### ISSUER

#### Limoneira CO

CIK: **1342423** | IRS No.: **770260692** | State of Incorporation: **DE** | Fiscal Year End: **1031**  
SIC: **0100** Agricultural production-crops

Mailing Address

*1141 CUMMINGS ROAD  
SANTA PAULA CA 93060*

Business Address

*1141 CUMMINGS ROAD  
SANTA PAULA CA 93060  
(805) 525-5541*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>Teague Alex M</b>			2. Issuer Name and Ticker or Trading Symbol <b>Limoneira CO [LMNR]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Senior Vice President</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/28/2012</b>			
1141 CUMMINGS ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person	
(Street)						
SANTA PAULA, CA 93060						
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/28/2012		A		4,757 <sup>(1)</sup>	A	\$ 0	38,475	D	
Common Stock	01/07/2013		F		1,881 <sup>(2)</sup>	D	\$21.4	36,594	D	
Common Stock								159,145	I	By a Limited Partnership <sup>(3)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

### Explanation of Responses:

1. Reflects the granting of restricted stock award pursuant to the Limoneira Company Amended and Restated 2010 Omnibus Incentive Plan as approved by the shareholders.
2. Shares withheld for the payment of a tax liability related to the vesting and distribution of a restricted stock award.
3. Shares owned directly by the Teague Family Partnership. The Reporting Person disclaims beneficial ownership of the reported shares except to the extent of any pecuniary interests therein.

### Signatures

/s/ Alex M. Teague, by Joseph D. Rumley as attorney-in-fact

\*\* Signature of Reporting Person

01/09/2013

Date

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

\* 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).

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

**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 Number.**