

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2004-05-18** | Period of Report: **2004-05-17**
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REPORTING OWNER

WALKER THOMAS B JR

CIK: **203555**

Type: **4** | Act: **34** | File No.: **000-25294** | Film No.: **04816342**

Business Address

2777 ALLEN PARKWAY
HOUSTON TX 77019
713 529 3251

ISSUER

RIVIANA FOODS INC /DE/

CIK: **934650** | IRS No.: **760177572** | State of Incorpor.: **DE** | Fiscal Year End: **0630**

SIC: **2040** Grain mill products

Mailing Address

PO BOX 2636
HOUSTON TX 77252-2636

Business Address

2777 ALLEN PARKWAY
STE 1500
HOUSTON TX 77019-2141
7135293251

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
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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

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 WALKER THOMAS B JR			2. Issuer Name and Ticker or Trading Symbol RIVIANA FOODS INC /DE/ [RVFD]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/17/2004			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
2777 ALLEN PARKWAY (Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					
HOUSTON, TX 77019 (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			

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	(A)	(D)	Date Exercisable	Expiration Date						Title
Option (Right to Buy)	\$25.39	05/17/2004	05/17/2004	A		2,000		08/08/1988 (1)	05/17/2014	Common Stock	2,000	\$ 0	2,000	D	

Explanation of Responses:

1. The option vests equally over four years beginning one year from the date of grant depending on the attainment by the Company of certain performance objectives.

Signatures

Elizabeth B. Woodard, Attorney-In-Fact for Thomas B. Walker, Jr.

** Signature of Reporting Person

05/17/2004

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.

CONFIRMING STATEMENT
REGARDING AUTHORITY TO EXECUTE SECTION 16(a) REPORTS

This Statement confirms that the undersigned, Thomas B. Walker, Jr. (the "Insider"), has authorized and designated Elizabeth B. Woodard (the "Authorized Signer") to execute and file on the Insider's behalf any and all Forms 3, 4 and 5 (including any amendments thereto) that the Insider may be required to file with the United States Securities and Exchange Commission as a result of the Insider's ownership of, or transactions in, securities of Riviana Foods Inc. (the "Company").

The authority of the Authorized Signer under this Confirming Statement shall continue until the Insider is no longer required to file Forms 3, 4 and 5 with regard to the Insider's ownership of, or transactions in, securities of the Company, unless earlier revoked in writing. The Insider acknowledges that the Authorized Signer is not assuming any of the Insider's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Insider:

Date: August 4, 1997

/s/ Thomas B. Walker, Jr.