

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2013-05-16** | Period of Report: **2012-12-12**
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REPORTING OWNER

Seaberg Karen

CIK: **1471262**

Type: **4/A** | Act: **34** | File No.: **000-17196** | Film No.: **13850513**

Mailing Address
20073 266TH ROAD
ATCHISON KS 66002

ISSUER

MGP INGREDIENTS INC

CIK: **835011** | IRS No.: **480531200** | State of Incorpor.: **KS** | Fiscal Year End: **0630**
SIC: **2040** Grain mill products

Mailing Address
1300 MAIN STREET
ATCHISON KS 66002

Business Address
1300 MAIN ST
ATCHISON KS 66002
9133671480

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 Seaberg Karen			2. Issuer Name and Ticker or Trading Symbol MGP INGREDIENTS INC [MGPI]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" 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) 12/12/2012			
20073 266TH ROAD			4. If Amendment, Date Original Filed(Month/Day/Year) 03/15/2013		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	
(Street) ATCHISON, KS 66002						
(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	12/12/2012 ⁽¹⁾ ⁽²⁾		<u>S</u> ⁽¹⁾ ⁽²⁾		3,910 ⁽¹⁾ ⁽²⁾	D	\$3.41	223,740	I	By trust
Common Stock	12/12/2012 ⁽¹⁾ ⁽²⁾		<u>J</u> ⁽¹⁾ ⁽²⁾		9,000 ⁽¹⁾ ⁽²⁾	D	\$ 0	214,740	I	by trust
Common Stock	12/25/2012 ⁽²⁾		<u>G</u> ⁽²⁾		40,621 ⁽¹⁾ ⁽²⁾	D	\$ 0	174,119	I	by trust
Common Stock	12/25/2012 ⁽¹⁾ ⁽²⁾		<u>G</u> ⁽¹⁾ ⁽²⁾		600 ⁽¹⁾ ⁽²⁾	A	\$ 0	174,719	I	by trust
Common Stock	12/25/2012		<u>G</u>		600	A	\$ 0	864,852 ⁽¹⁾ ⁽³⁾	I	by spouse's trust
Common Stock								120,000 ⁽¹⁾ ⁽⁴⁾	I	by spouse's IRA
Common Stock								2,573,967 ⁽¹⁾ ⁽⁵⁾	I	by Cray MGP Holdings LP ⁽⁵⁾

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	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	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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			of (D) (Instr. 3, 4, and 5)				Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Transaction(s) (Instr. 4)	(I) (Instr. 4)
			Code	V	(A)	(D)						

Explanation of Responses:

1. The information included in the Reporting Person's Form 4 filed on March 15, 2013 should have been included in a Form 5 instead of a Form 4. Further, certain of that information was incorrect and/or incomplete. The Reporting Person has filed a Form 5 dated May 14, 2013, as amended on May 16, 2013, which includes information about transactions during 2012 and holdings at 12/31/12 that were not referenced in the March 15, 2013 Form 4 and are not referenced in this amendment. This amendment is being filed only to correct information in the March 15, 2013 Form 4 that was erroneous and to true up the that information with the later filed Form 5, as amended.
2. The Reporting Person's March 15, 2013 Form 4 reported a disposition by gift on 12/25/2013 of 52,931 shares, resulting in 174,719 shares being beneficially owned indirectly through her trust. The resulting 174,719 shares shown as beneficially owned is correct, but there was more than one transaction involved that resulted in that ownership. These transaction are shown herein, and also are reflected in the May 14, 2013 Form 5, which should be referred to for additional information contained in the footnotes to that report.
3. The amount reported as beneficially owned after the transaction referred to in the March 15, 2013 Form 4 was incorrect. Instead of 864,652 it should have been 864,852.
4. The amount shown as beneficially owned through the trust of the Reporting Person's spouse was incorrectly shown as 150,000 shares instead of 120,000.
5. The March 15, 2013 Form 4 incorrectly reported 2,564,687 shares as indirectly beneficially owned. The correct amount is 2,573,967. The shares are owned of record by Cray MGP Holdings LP. Cray Family Management LLC, which has a 1% limited partnership interest in Cray MGP Holdings LP, is its general partner. The reporting person has a 1/3 interest in Cray Family Management LLC and is its manager. The reporting person disclaims beneficial ownership of these shares except to the extent of her pecuniary interest in such shares. See the reporting person's Form 5 filed on May 14, 2013, as amended on May 16, 2013, for further information.

Signatures

Carl W. Struby, by power of attorney

** Signature of Reporting Person

05/16/2013

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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned hereby constitutes and appoints Carl W. Struby as its true and lawful attorney-in-fact and agent and in its name, place and stead, to sign and file a Form ID Application and any or all reports on Form 3, Form 4, Form 5, Schedule 13-D, Schedule 13-0, and Form 144), and any amendments thereto, required or permitted to be filed or signed by it under the Securities and Exchange Act of 1934, as amended, or the Securities Act of 1933, and to file the same, with all documents required or permitted to be filed in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises as fully to all intents and purposes it might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof.

Dated: May 7, 2013

Cray Family Management LLC

By: /s/ Karen Seaberg, Sole Manager

Cray MGP Holdings LP

By: Cray Family Management LLC, General Partner

By: /s/ Karen Seaberg, Sole Manager