

ROSA BRUCE L
Form 4
May 29, 2012

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)

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
05/29/2012

T. MARZETTI COMPANY, P. O.
BOX 29163

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					50,458	I	By Trust
Common Stock					11,026.558 ⁽¹⁾	I	By ESOP
Common Stock					794.4661 ⁽²⁾	I	By 401(k) Plan
Common Stock	05/25/2012		M	1,574 A	5,410 ⁽³⁾	D	
Common Stock	05/25/2012	05/25/2012	F	510 D	\$ 4,900 65.73	D	

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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)
					(A)	(D)	Date Exercisable	Expiration Date	
Stock Appreciation Right	\$ 39.86	02/25/2009		A	12,000		02/25/2010	02/25/2014	Common Stock
Stock Appreciation Right	\$ 58.79	02/24/2010		A	14,000		02/24/2011	02/24/2015	Common Stock
Stock Appreciation Right	\$ 57.78	02/22/2011		A	15,000		02/22/2012	02/22/2016	Common Stock
Stock Appreciation Right	\$ 68.12	02/21/2012		A	16,000		02/21/2013	02/21/2017	Common Stock
Stock Appreciation Right	\$ 39.86	05/25/2012	05/25/2012	M		4,000	02/27/2012	02/27/2013	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

05/29/2012

__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 6/30/11.
 - (2) Shares contributed by Lancaster Colony Corporation as a matching contribution under Lancaster Colony Corporation's 401(k) Plan as of 6/30/11.
 - (3) Each Stock Appreciation Right represents the right to receive shares representing the spread between market price of \$65.73 and base price of \$39.86.

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