ROSA BRUCE L Form 4

February 23, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * ROSA BRUCE L

2. Issuer Name and Ticker or Trading

Symbol

LANCASTER COLONY CORP

[LANC]

3. Date of Earliest Transaction

(Month/Day/Year)

02/23/2011

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Issuer

(Check all applicable)

T. MARZETTI COMPANY, P. O. BOX 29163

(Middle)

below)

10% Owner X_ Officer (give title Other (specify

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Vice President

(Street)

(First)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

X Form filed by One Reporting Person Form filed by More than One Reporting

COLUMBUS, OH 43229

(City)	(State) (Z	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities nsactionAcquired (A) or		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed (Instr. 3,	4 and (A) or	5)	Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
Common Stock			Code	raniount	(D)	Thee	50,458	I	By Trust
Common Stock							10,795.4341 (1)	I	By ESOP
Common Stock							731.5238 (2)	I	By 401(k) Plan
Common Stock	02/22/2011		A(4)	500	A	\$0	1,600	D	

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

Edgar Filing: ROSA BRUCE L - Form 4

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 control number.

SEC 1474 (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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
Stock Apprecition Right (3)	\$ 38.31	02/27/2008		A	12,000	02/27/2009	02/27/2013	Common Stock	4,0
Stock Appreciation Right (3)	\$ 39.86	02/25/2009		A	12,000	02/25/2010	02/25/2014	Common Stock	12,0
Stock Appreciation Right (3)	\$ 58.79	02/24/2010		A	14,000	02/24/2011	02/24/2015	Common Stock	14,0
Stock Appreciation Right (3)	\$ 57.78	02/22/2011		A	15,000	02/22/2012	02/22/2016	Common Stock	15,0

Reporting Owners

Reporting Owner Name / Address	Relationships						
roporting of their runner, raune on	Director	10% Owner	Officer	Other			
ROSA BRUCE L							
T. MARZETTI COMPANY			Vice President				
P. O. BOX 29163			vice President				
COLUMBUS, OH 43229							

Signatures

Patricia A. Schnieder, POA for Bruce L. Rosa 02/23/2011

**Signature of Reporting Person Date

Reporting Owners 2

Edgar Filing: ROSA BRUCE L - Form 4

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 6/30/10.
- (2) Shares contributed by Lancaster Colony Corporation as a matching contribution under Lancaster Colony Corporation's 401(k) Plan as of 6/30/10.
- (3) Stock appreciation rights awarded to Mr. Rosa pursuant to the 2005 Stock Plan. The rights vest ratably over a three-year period beginning on the first anniversary of the grant date and can be exercised up to five years from the grant date.
- (4) Restricted stock awarded to Mr. Rosa pursuant to the 2005 Stock Plan. The restricted stock will vest on February 22, 2014. Vesting would accelerate on a change in control, death or disability and may accelerate at retirement under certain conditions.

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.