

GERLACH JOHN B JR
Form 4
January 27, 2009

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 *
GERLACH JOHN B JR

2. Issuer Name and Ticker or Trading Symbol
LANCASTER COLONY CORP
[LANC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/26/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

LANCASTER COLONY CORPORATION, 37 W. BROAD STREET

(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 43215

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 12/26/2008 | 12/26/2008 | G ⁽⁵⁾ | 2,100 D | 387,928 | D | |
| Common Stock | | | | | 228,915 ⁽⁴⁾ | I | By Wife & Children |
| Common Stock | | | | | 11,926.726 ⁽¹⁾ | I | By ESOP |
| Common Stock | | | | | 554.7121 ⁽²⁾ | I | By 401(k) Plan |
| | | | | | | I | By S-Corp |

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| | | | | | | | | | |
|--------------|------------|------------|------------------|-----|---|------------|---------------------------------------|---|------------------------|
| Common Stock | | | | | | | 4,166.67 ⁽³⁾ <u>(4)</u> | | |
| Common Stock | | | | | | | 4,872 ⁽³⁾ ⁽⁴⁾ | I | By Limited Partnership |
| Common Stock | | | | | | | 39,999 ⁽⁴⁾ | I | By Trust |
| Common Stock | | | | | | | 39,999 ⁽⁴⁾ | I | By Trust |
| Common Stock | | | | | | | 39,999 ⁽⁴⁾ | I | By Trust |
| Common Stock | 12/26/2008 | 12/26/2008 | G ⁽⁵⁾ | 700 | A | <u>(5)</u> | 119,337 ⁽⁴⁾ | I | By Irrevocable Trust |
| Common Stock | 12/26/2008 | 12/26/2008 | G ⁽⁵⁾ | 700 | A | <u>(5)</u> | 53,698 ⁽⁴⁾ | I | By Irrevocable Trust |

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

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.

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | | |

GERLACH JOHN B JR
LANCASTER COLONY CORPORATION
37 W. BROAD STREET
COLUMBUS, OH 43215

Chairman
& CEO

Signatures

Patricia A. Schnieder POA for John B.
Gerlach, Jr.

01/27/2009

__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 6/30/09
- (2) Shares contributed by Lancaster Colony Corporation as a matching contribution under Lancaster Colony Corporation's 401(k) Plan as of 6/30/09
- (3) The limited partnership interest became reportable as a pecuniary interest on April 5, 2002 when the Reporting Person became a director and a controlling person of the S-Corp, the general partner of the limited partnership
- (4) John B. Gerlach, Jr. disclaims a beneficial interest in all shares held indirectly by him
- (5) This transaction involved a gift of securities by the reporting person to his children and/or their trusts. The reporting person disclaims beneficial ownership of the shares held by his children and/or their trusts and this report should not be deemed an admission that the reporting person is the beneficial owner of his children's shares or the children's trusts' shares for purposes of Section 16 or for any other purpose.

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.