

VAN DER KAR SCOTT

Form 4

October 24, 2012

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
VAN DER KAR SCOTT

2. Issuer Name **and** Ticker or Trading
Symbol
CALAVO GROWERS INC
[CVGW]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1141A CUMMINGS RD.
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/12/2012

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

SANTA PAULA, CA 93060

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

(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	05/10/2007		G		160	A	\$ 0	6,313	I	Family Trust ⁽¹⁾
Common Stock	07/11/2012		G	V	23,004	D	\$ 0	114,391 ⁽²⁾	I	Family Trust ⁽³⁾
Common Stock	07/31/2012		G	V	7,668	D	\$ 0	106,723	I	Family Trust ⁽³⁾
Common Stock	10/12/2012		M		5,000	A	\$ 21.82	11,313	I	Family Trust ⁽¹⁾
Common Stock								7,668	I	Trust ⁽⁴⁾

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Common Stock 1,000 D

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

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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. Amount or Number of Shares
Stock Option	\$ 21.82	10/12/2012		M	5,000	03/24/2012 03/24/2013	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VAN DER KAR SCOTT 1141A CUMMINGS RD. SANTA PAULA, CA 93060			X	

Signatures

/s/ Scott Van Der Kar 10/24/2012

**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) Reporting Person's shares are held indirectly as trustee of the Van Der Kar Family Trust.
- (2) Excludes 7,668 shares previously owned indirectly by the Reporting Person as trustee of the Van Der Kar Family Survivor's Trust, which shares were transferred to the Scott N. Van Der Kar Non-Exempt Trust of which the Reporting Person is trustee.

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- (3) Reporting Person's shares are held indirectly as trustee of the Van Der Kar Family Survivor's Trust.
- (4) Reporting Person's shares are held indirectly as trustee of the Scott N. Van Der Kar Non-Exempt Trust.

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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