SunOpta Inc. Form 3 October 09, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

A Greene Douglas

(Last)

(First) (Middle)

Statement

(Month/Day/Year)

10/06/2008

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

SunOpta Inc. [stkl]

4. Relationship of Reporting Person(s) to Issuer

X Director

Officer

5. If Amendment, Date Original

Filed(Month/Day/Year)

1301 SPRUCE STREET

(Street)

(Check all applicable)

(give title below) (specify below)

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

BOULDER, Â COÂ 80302

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities

Beneficially Owned (Instr. 4)

Ownership Form:

Ownership (Instr. 5)

10% Owner

Other

Direct (D) or Indirect (I)

(Instr. 5)

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security 2. Date Exercisable and 3. Title and Amount of 4. 5. 6. Nature of Indirect (Instr. 4) **Expiration Date** Securities Underlying Conversion Ownership Beneficial (Month/Day/Year) Derivative Security or Exercise Form of Ownership (Instr. 4) Price of Derivative (Instr. 5) Derivative Security: Expiration Date Security Direct (D) Exercisable Date Amount or or Indirect Title Number of (I) Shares (Instr. 5)

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Common Share Options 10/06/2009 10/06/2014 Common Shares 10,000 \$ 5.74 D Â

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Greene Douglas

1301 SPRUCE STREET $\hat{A} X \hat{A} \hat{A} \hat{A}$

BOULDER, COÂ 80302

Signatures

Douglas Greene 10/08/2008

**Signature of Date
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

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Remarks:

Options vest over 5 years starting 10/06/2009

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.

Reporting Owners 2