

TEJON RANCH CO
Form 4/A
March 24, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
TISCH DANIEL R

(Last) (First) (Middle)
500 PARK AVENUE
(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TEJON RANCH CO [TRC]

3. Date of Earliest Transaction
(Month/Day/Year)
08/28/2013

4. If Amendment, Date Original Filed(Month/Day/Year)
09/03/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

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

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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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			Disposed of (D) (Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title	Amount Number Shares
			Code	V	(A)				
Warrants <u>(1)</u>	\$ 40	08/28/2013	J		384,046	08/28/2013	08/31/2016	Common Stock	384,046

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TISCH DANIEL R 500 PARK AVENUE NEW YORK, NY 10022	X	X		
TOWERVIEW LLC 500 PARK AVENUE NEW YORK, NY 10022	X	X		

Signatures

Daniel R. Tisch 03/24/2014

 Signature of Reporting Person Date

Daniel R. Tisch 03/24/2014

 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) The Warrants were distributed by the Issuer to all holders of record of Common Stock on August 28, 2013 and expire on August 31, 2016, subject to the issuer's right to accelerate the expiration date under certain circumstance when the Warrants are in the money.

(2) This Form 4A is being filed to correct a mistake in the number of Warrants reported in the Fowm 4 filed on September 3, 2013 from 348,046 to 384,046. This form is being jointly filed by Daniel R. Tisch, TowerView LLC and DT Four Partners, LLC. Daniel R. Tisch is General Member of TowerView LLC and DT Four Partners, LLC and may be deemed to have a pecuniary interest in securities owned by them. These Warrants are held directly by TowerView LLC.

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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