#### MGP INGREDIENTS INC

Form 5

August 14, 2006

## FORM 5

#### **OMB APPROVAL**

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

OMB Number: 3235-0362 Expired: January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

Expires: 2005
Estimated average

# ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response... 1.0

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported 30(b) of the Investment Company Act of 1940

Form 4 Transactions 30(h) of the Investment Company Act of 1940

Transactions Reported

| _                                    |   |          |  |   |  |                    |                                  |  |
|--------------------------------------|---|----------|--|---|--|--------------------|----------------------------------|--|
|                                      | Address of Reporting G LAIDACKER M      | A Symbo  | l  | cker or Trading                               | 5. Relationship of Reporting Person(s) to Issuer |                    |                                  |  |
| (Last)                               | (First)                                 | (Month   | ement for Issuen<br>n/Day/Year)<br>/2006 | 's Fiscal Year Ended                          | _X_ Director<br>_X_ Officer (giv<br>below)       |                    | 0% Owner ther (specify           |  |
|                                      | (Street)                                |          | mendment, Date<br>Month/Day/Year)        | e Original                                    | 6. Individual or J                               | oint/Group Re      |                                  |  |
| Â                                    |   |          |  |   | _X_ Form Filed by Form Filed by Person           |                    |                                  |  |
| (City)                               | (State)                                 | (Zip) Ta | able I - Non-De                          | erivative Securities Acq                      | uired, Disposed o                                | f, or Benefici     | ally Owned                       |  |
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) |          | 3.<br>Transaction<br>Code                | 4. Securities Acquired (A) or Disposed of (D) | 5. Amount of Securities Beneficially             | 6. Ownership Form: | 7. Nature of Indirect Beneficial |  |

| •                                    | Table 1 - Non-Derivative Securities Acquired, Disposed of, of Deficiciany Owned |   |   |   |        |     |  |  |   |
|--------------------------------------|---|---|---|---|--------|-----|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year)  | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securit (A) or Dis (D) (Instr. 3, 4) | sposed | of  | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end of<br>Issuer's Fiscal<br>Year<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock                      | 11/30/2005  | Â   | G                                       | 12,455                                  | D      | \$0 | 812,646  | I  | By Trust  |
| Common<br>Stock                      | 12/01/2005  | Â   | G                                       | 1,000                                   | A      | \$0 | 813,646  | I  | By Trust  |
| Common<br>Stock                      | 02/24/2006  | Â   | G                                       | 1,540                                   | D      | \$0 | 812,106  | I  | By Trust  |
| Common<br>Stock                      | 03/10/2006  | Â   | G                                       | 250                                     | D      | \$0 | 811,856  | I  | By Trust  |
|                                      | 06/15/2006  | Â   | G                                       | 3,710                                   | D      | \$0 | 808,146  | I  | By Trust  |

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| Common<br>Stock   |            |   |                                  |                    |   |     |                    |   |  |
|---|------------|---|----------------------------------|--------------------|---|-----|--------------------|---|--|
| Common<br>Stock   | 12/01/2005 | Â | G                                | 1,000              | A | \$0 | 221,710 (1)        | I | By Spouse's<br>Trust                     |
| Common<br>Stock   | Â          | Â | Â                                | Â                  | Â | Â   | 143,842.375<br>(2) | I | By ESOP                                  |
| Common<br>Stock   | Â          | Â | Â                                | Â                  | Â | Â   | 20,024.6336        | I | By ESPP                                  |
| Preferred<br>Stock  | Â          | Â | Â                                | Â                  | Â | Â   | 71                 | D | Â  |
| Preferred<br>Stock  | 11/16/2005 | Â | Z                                | 111 (3)            | D | \$0 | 111                | I | By MGP<br>Ingredients<br>Voting<br>Trust |
| Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. |            |   | Persons of contained the form of | SEC 2270<br>(9-02) |   |     |                    |   |  |

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |                     | ate                | 7. Titl<br>Amou<br>Under<br>Secur<br>(Instr. | int of<br>rlying                       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. of D Se Be O En Is Fi (It |
|---|---|--------------------------------------|---|---|---|---------------------|--------------------|--|--|---|------------------------------|
|   |   |                                      |   |   | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |   |                              |

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |                   |       |  |  |  |
|--------------------------------|---------------|-----------|-------------------|-------|--|--|--|
| • 0                            | Director      | 10% Owner | Officer           | Other |  |  |  |
| SEABERG LAIDACKER M            | ÂΧ            | Â         | President and CEO | Â     |  |  |  |
| A                              |               |           |                   |       |  |  |  |

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## **Signatures**

Laidacker M. Seaberg 08/14/2006

\*\*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) Includes 900.055 shares acquired between the period of 7/1/2005 and 6/30/2006 under ESOP in a transaction exempt under 16b-3(c).
- $\textbf{(2)} \quad \text{Includes 406.7169 shares acquired between the period of 7/1/2005 and 6/30/2006 under ESPP in a transaction exempt under 16b-3(c). }$
- Represents deposit of shares held by the Cray Family Trust in which the undersigned may be deemed to have a beneficial interest into the (3) MGP Ingredients Voting Trust. In the aggregate the Cray Family Trust transferred 333 shares to the Voting Trust. The undersigned in one of three trustees of both the Cray Family Trust and the MGP Ingredients Voting Trust.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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