

LANCASTER COLONY CORP
Form 5/A
September 23, 2014

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
SOFIA ZUHEIR

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. Statement of Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2014

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

SOFIA & COMPANY, INC., 41 S. HIGH STREET, SUITE 2330

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)
08/12/2014

6. Individual or Joint/Group Reporting

(check applicable line)

COLUMBUS, OH 43215

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) Amount or (D) Price | | | |
| Common Stock | 09/30/2013 | ^ | J ⁽¹⁾ | 21.962 A \$ 79.183 | 11,584.518 | D | ^ |
| Common Stock | 12/09/2013 | ^ | G | 1,400 D \$ 0 ⁽²⁾ | 10,184.518 | D | ^ |
| Common Stock | 12/31/2013 | ^ | J ⁽¹⁾ | 14.978 A \$ 87.2355 | 10,199.496 | D | ^ |
| Common Stock | 03/31/2014 | ^ | J ⁽¹⁾ | 13.333 A \$ 98.4905 | 10,212.829 | D | ^ |

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Common Stock 06/30/2014 Â J(1) 13.96 A \$ 94,4869 10,266.789 D Â

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.

SEC 2270 (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. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SOFIA ZUHEIR SOFIA & COMPANY, INC. 41 S. HIGH STREET, SUITE 2330 COLUMBUS, OH 43215 | Â X | Â | Â | Â |

Signatures

Patricia S. Callahan, POA for Zuheir Sofia 09/23/2014
 **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) Shares acquired pursuant to Dividend Reinvestment Program.
- (2) This transaction involved a gift of securities by the reporting person to a non-profit foundation. The reporting person disclaims a beneficial ownership of the shares held by this non-profit foundation for the purpose of Section 16 or for any other purpose.

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Remarks:

This Form 5 is being amended to remove two transactions that had been previously reported on 5/A

EXHIBIT INDEX

Exhibit 24 - Power of Attorney

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.