

MGP INGREDIENTS INC
Form 5
June 10, 2013

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 *
CRAY CLOUD L JR

2. Issuer Name and Ticker or Trading Symbol
MGP INGREDIENTS INC [MGPI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

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

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

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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) or (D) Amount Price			
Common Stock	12/31/2011	Â	G5 ⁽¹⁾	36,000 D \$ 0	19,684 ⁽¹⁾	D	Â
Common Stock	12/16/2012	Â	G5 ⁽²⁾	2,555,967 ⁽²⁾ D \$ 0	282,538 ⁽³⁾	I	By revocable trust
Common Stock	12/31/2012	Â	G5	17,400 D \$ 0	265,138	I	By revocable trust
	Â	Â	Â	Â Â	347,874	I	

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Common Stock										By CLC&SJC Family Foundation
Common Stock	Â	Â	Â	Â	Â	Â	72,000	I		By Trust 1
Common Stock	Â	Â	Â	Â	Â	Â	68,183	I		By ESPP

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)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	Â	Â	Â	Â	Â	Â	Â (5)	Â (5)	Common Stock 3,908
Stock Option	\$ 4.35	Â	Â	Â	Â	Â	04/10/2004	12/10/2013	Common Stock 2,000
Stock Option	\$ 9.09	Â	Â	Â	Â	Â	04/16/2005	10/15/2014	Common Stock 2,000
Stock Option	\$ 10.45	Â	Â	Â	Â	Â	04/17/2006	10/14/2015	Common Stock 2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRAY CLOUD L JR	Â X	Â	Â	Â
Â				

Signatures

Carl W. Struby, by power of
attorney

06/10/2013

__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).

The gift reported was made to family members. Another gift to family members, which was previously reported in a Form 5 dated February 15, 2012, was made from the Reporting Person's revocable trust. The amount shown as directly owned at the end of the period is

(1) estimated based on the prior Form 5 report dated February 15, 2012 filed on behalf of the Reporting Person and includes 13,510 unvested restricted stock awards and reflects a reduction from previous reports by 3818 shares that are now reported as held by the Reporting Person's revocable trust.

These shares were contributed to Cray MGP Holdings LP in exchange for a 99% limited partnership interest. Cray Family Management LLC is the general partner of Cray MGP Holdings LP. The Reporting Person's daughter, Karen Seaberg, is the manager of Cray Family

(2) Management LLC. The Reporting Person has no ownership interest in Cray Family Management LLC. On December 26, 2012, the Reporting Person donated a 65% limited partnership interest in Cray MGP Holdings LP to the Cloud L. Cray Jr. Gift Trust, whose beneficiaries are the Reporting Person's descendants living from time to time. Karen Seaberg is trustee of the Gift Trust.

Includes (i) a total of 270,000 shares formerly reported as indirectly beneficially owned through Trusts 8, 9 and 10 (90,000 shares each)

(3) and transferred to the Reporting Person's revocable trust on December 17, 2012 and (ii) 3,818 shares formerly included in those reported as directly held.

(4) Each Restricted Stock Unit (RSU) represents a contingent right to receive one share of the Issuer's Common Stock

(5) The RSU will vest on June 1, 2015 and the shares will be valued at the closing market price on that date and delivered to the Reporting Person.

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.