

ALICO INC
Form 4
November 14, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
GMT CAPITAL CORP

2. Issuer Name and Ticker or Trading Symbol
ALICO INC [ALCO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

GMT CAPITAL CORP, 2100
RIVEREDGE PARKWAY SUITE
840

3. Date of Earliest Transaction
(Month/Day/Year)
11/10/2008

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

(Street)

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

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

ATLANTA, GA 30328

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/10/2008		S		238 ⁽¹⁾ <u>(2)</u> <u>(3)</u>	D	\$ 36.56 770,429 ⁽⁴⁾
Common Stock	11/12/2008		S		2,197 ⁽¹⁾ <u>(2)</u> <u>(5)</u>	D	\$ 34.19 768,232 ⁽⁶⁾
Common Stock	11/13/2008		S		800 ⁽¹⁾ <u>(2)</u> <u>(7)</u>	D	\$ 33.17 767,432 ⁽⁸⁾

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

SEC 1474 (9-02)

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

Table with 10 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address and Relationships (Director, 10% Owner, Officer, Other). Entry for GMT CAPITAL CORP with X in 10% Owner column.

Signatures

Thomas E. Claugus 11/14/2008 **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) This Form 4 is being jointly filed by Bay Resource Partners, L.P., a Delaware limited partnership ("Bay"), Bay II Resource Partners, L.P., a Delaware limited partnership ("Bay II"), Bay Resource Partners Offshore Fund, Ltd., an exempted company organized under the laws of the Cayman Islands ("Offshore Fund"), GMT Capital Corp., a Georgia corporation ("GMT Capital"), and Thomas E. Claugus, a United States citizen ("Claugus").
(2) GMT Capital, the general partner of Bay and Bay II, has the power to direct the affairs of Bay and Bay II, including the voting and disposition of shares. As the discretionary investment manager of the Offshore Fund and certain other accounts, GMT Capital has power to direct the voting and disposition of shares held by the Offshore Fund and such accounts. Mr. Claugus is the President of GMT Capital and in that capacity directs the operations of each of Bay and Bay II and the voting and disposition of shares held by the Offshore Fund and separate client accounts managed by GMT Capital. GMT Capital and Mr. Claugus may be deemed to beneficially own indirect pecuniary interest as the result of performance-based fees and profit allocations. Each of GMT Capital and Mr. Claugus disclaims such beneficial ownership except to the extent ultimately realized.

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- (3) The aggregate number of shares of common stock sold was 238 shares and such shares were sold by GMT Capital with respect to separate client accounts that it manages.

770,429 shares of common stock is the aggregate number of shares of common stock owned by the Reporting Persons and is owned as follows: Bay = 187,500 shares directly owned by it; Bay II = 128,100 shares directly owned by it; Offshore Fund = 386,087 shares directly owned by it; GMT Capital = 46,942 shares of common stock beneficially owned by it with respect to separate client accounts managed by it; Claugus = 21,800 shares directly owned by him.

- (5) The aggregate number of shares of common stock sold was 2,197 shares and such shares were sold by GMT Capital with respect to separate client accounts that it manages.

768,232 shares of common stock is the aggregate number of shares of common stock owned by the Reporting Persons and is owned as follows: Bay = 187,500 shares directly owned by it; Bay II = 128,100 shares directly owned by it; Offshore Fund = 386,087 shares directly owned by it; GMT Capital = 44,745 shares of common stock beneficially owned by it with respect to separate client accounts managed by it; Claugus = 21,800 shares directly owned by him.

- (7) The aggregate number of shares of common stock sold was 800 shares and such shares were sold by GMT Capital with respect to separate client accounts that it manages.

767,432 shares of common stock is the aggregate number of shares of common stock owned by the Reporting Persons and is owned as follows: Bay = 187,500 shares directly owned by it; Bay II = 128,100 shares directly owned by it; Offshore Fund = 386,087 shares directly owned by it; GMT Capital = 43,945 shares of common stock beneficially owned by it with respect to separate client accounts managed by it; Claugus = 21,800 shares directly owned by him.

- (8)

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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