

TEJON RANCH CO

Form 4

January 08, 2016

FORM 4
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).

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 *
TOWERVIEW LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

460 PARK AVENUE

 3. Date of Earliest Transaction
 (Month/Day/Year)
 01/06/2016

☒ 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 Filing(Check Applicable Line)

NEW YORK, NY 10022

☐ 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 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	01/06/2016		P		1,753 A \$ 18.9	2,761,953	D
Common Stock	01/07/2016		P		3,047 A \$ 18.9	2,765,000	D
Common Stock	01/07/2016		P		5,000 A \$ 18.85	2,770,000	D
Common Stock	01/07/2016		P		5,000 A \$ 18.8	2,775,000	D
Common Stock	01/07/2016		P		5,000 A \$ 18.75	2,780,000	D
	01/07/2016		P		5,000 A \$ 18.7	2,785,000	D

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Common
Stock

Common Stock	01/07/2016	P	5,000	A	\$ 18.65	2,790,000	D
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Common Stock	01/07/2016	P	5,000	A	\$ 18.6	2,795,000	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOWERVIEW LLC 460 PARK AVENUE NEW YORK, NY 10022	X	X		
TISCH DANIEL R 460 PARK AVENUE NEW YORK, NY 10022	X	X		

Signatures

Daniel R. Tisch	01/08/2016
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**Signature of
Reporting Person

Date

Daniel R. Tisch	01/08/2016
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__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).

Remarks:

1. In addition to the shares reported on this Form 4, Daniel R. Tisch owns 26,543 Shares of Common Stock of the Issuer and D owns 717,172 Shares of Common Stock of the Issuer. Daniel R. Tisch, TowerView LLC and DT Four Partners LLC also resp 105,393 Warrants to purchase the Issuer's Common Stock at \$40 per share which expire on August 16, 2016. Daniel R. Tisch TowerView LLC and DT Four Partners LLC and may be deemed to have a pecuniary interest in securities owned by them.

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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