

MGP INGREDIENTS INC  
 Form 5  
 August 12, 2008

**FORM 5**

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

OMB APPROVAL

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 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 \*  
**CLOUD L CRAY JR**

(Last) (First) (Middle)

100 COMMERCIAL, P.O. BOX  
 130

(Street)

ATCHISON, KS 66002

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 06/30/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**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)
Common Stock	Â	Â	Â	Â	Â	D	Â
Common Stock	11/30/2007	Â	G	23,845 (1) A	\$ 0 2,653,807	I	By Trust
Common Stock	12/13/2007	Â	G	35,702 D	\$ 0 2,618,105	I	By Trust
Common Stock	12/13/2007	Â	G	1,190 D	\$ 0 12,560	I	By Family Foundation

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Common Stock	Â	Â	Â	Â	Â	Â	475,530	I	By Spouse's Trust
Common Stock	06/02/2008	Â	G	36,000	D	\$ 0	126,000	I	By Trust 1
Common Stock	Â	Â	Â	Â	Â	Â	90,000	I	By Trust 8
Common Stock	Â	Â	Â	Â	Â	Â	90,000	I	By Trust 9
Common Stock	Â	Â	Â	Â	Â	Â	90,000	I	By Trust 10
Common Stock	Â	Â	Â	Â	Â	Â	29,188.28 <sup>(2)</sup>	I	By ESPP
Common Stock	Â	Â	Â	Â	Â	Â	107,523.817 <sup>(3)</sup>	I	By ESOP
Preferred Stock	Â	Â	Â	Â	Â	Â	111	I	By MGP Ingredients Voting Trust

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. Amount or Number of Shares
Stock Options	\$ 5.875	Â	Â	Â	Â	04/08/1999 10/08/2008	Common Stock	2,000
Stock Options	\$ 4.5	Â	Â	Â	Â	04/13/2000 10/13/2009	Common Stock	2,000
Stock Options	\$ 4.8125	Â	Â	Â	Â	04/12/2001 10/12/2010	Common Stock	2,000

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Stock Options	\$ 5.575	^	^	^	^	^	04/11/2002	10/11/2011	Common Stock	2,000
Stock Options	\$ 3.25	^	^	^	^	^	04/11/2003	10/11/2012	Common Stock	2,000
Stock Options	\$ 4.375	^	^	^	^	^	04/10/2004	10/10/2013	Common Stock	2,000
Stock Options	\$ 9.09	^	^	^	^	^	04/16/2005	10/15/2014	Common Stock	2,000
Stock Options	\$ 10.45	^	^	^	^	^	04/17/2006	10/14/2015	Common Stock	2,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLOUD L CRAY JR 100 COMMERCIAL P.O. BOX 130 ATCHISON, KS 66002	^ X	^	^	^

## Signatures

Cloud L. Cray, Jr. 08/12/2008

\*\*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) Reflects a distribution received from reporting person's ESOP.
- (2) Includes 3,003.2800 shares acquired between the period of 7/2/2007 and 6/30/2008 under ESPP in a transaction exempt under 16b-3(c).
- (3) Includes 23,845 shares distributed to reporting person's Trust on 11/30/2007; and 1,945.8170 shares acquired between the period of 7/2/2007 and 6/30/2008 under ESOP in a transaction exempt under 16b-3(c).

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