

ROSA BRUCE L
Form 4
February 23, 2011

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 *
ROSA BRUCE L

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. Date of Earliest Transaction (Month/Day/Year)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

T. MARZETTI COMPANY, P. O.
BOX 29163

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

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

(Street)
COLUMBUS, OH 43229

(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)
				(A) or (D) Price			
Common Stock					50,458	I	By Trust
Common Stock					10,795.4341 ⁽¹⁾	I	By ESOP
Common Stock					731.5238 ⁽²⁾	I	By 401(k) Plan
Common Stock	02/22/2011		A ⁽⁴⁾	500 A	\$ 0 1,600	D	

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Appreciation Right ⁽³⁾	\$ 38.31	02/27/2008		A	12,000	02/27/2009 02/27/2013	Common Stock 4,000
Stock Appreciation Right ⁽³⁾	\$ 39.86	02/25/2009		A	12,000	02/25/2010 02/25/2014	Common Stock 12,000
Stock Appreciation Right ⁽³⁾	\$ 58.79	02/24/2010		A	14,000	02/24/2011 02/24/2015	Common Stock 14,000
Stock Appreciation Right ⁽³⁾	\$ 57.78	02/22/2011		A	15,000	02/22/2012 02/22/2016	Common Stock 15,000

Reporting Owners

Reporting Owner Name / Address

Relationships

ROSA BRUCE L
T. MARZETTI COMPANY
P. O. BOX 29163
COLUMBUS, OH 43229

Director 10% Owner Officer Other

Vice President

Signatures

Patricia A. Schnieder, POA for Bruce L.
Rosa

02/23/2011

**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 ESOP allocations that had occurred as of 6/30/10.
- (2) Shares contributed by Lancaster Colony Corporation as a matching contribution under Lancaster Colony Corporation's 401(k) Plan as of 6/30/10.
- (3) Stock appreciation rights awarded to Mr. Rosa pursuant to the 2005 Stock Plan. The rights vest ratably over a three-year period beginning on the first anniversary of the grant date and can be exercised up to five years from the grant date.
- (4) Restricted stock awarded to Mr. Rosa pursuant to the 2005 Stock Plan. The restricted stock will vest on February 22, 2014. Vesting would accelerate on a change in control, death or disability and may accelerate at retirement under certain conditions.

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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