UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549
FORM 10-Q

__X__ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For quarterly period ended February 29, 2004.

OR

_____ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ____________________ to ___________________.

Commission file number 0-261.

ALICO, INC.
(Exact name of registrant as specified in its charter)

Florida	59-0906081
(State or other jurisdiction of incorporation of organization)	(I.R.S. Employer Identification No.)
P. O. Box 338, La Belle, FL	33975
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (863) 675-2966

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes X No

There were 7,109,595 shares of common stock, par value $1.00 per share, outstanding at April 11, 2004.

Explanatory note

This Amendment on Form 10-Q/A amends the Quarterly Report on Form 10-Q for the quarter ended February 29, 2004 which was previously filed with the Securities and Exchange Commission (the "SEC") on April 14, 2004. We are amending the footnotes to the financial statements and disclosures set forth in Management's Discussion and Analysis.

This Amendment amends the footnotes to the financial statements and Management's discussion and analysis portions of the Quarterly Report as specified above and does not reflect events occurring after the original filing date of the Quarterly Report on April 14, 2004.

ITEM 1

PART I. FINANCIAL INFORMATION
ALICO, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited - See Accountants' Review Report)
(in thousands except per share data)

	Three months ended	Six months ended

	Feb. 29, 2004	Feb. 28, 2003	Feb. 29, 2004	Feb. 28, 2003
Revenue:				
Citrus	$ 8,539	$ 9,774	$ 9,893	$ 11,395
Sugarcane	5,615	5,212	8,206	7,960
Ranch	1,080	1,146	4,424	3,263
Rock & sand royalties	799	563	1,564	1,080
Oil lease & land rentals	404	289	693	535
Forest products	92	77	174	128
Retail land sales	181	32	195	116
Operating revenue	16,710	17,093	25,149	24,477
Cost of sales:				
Citrus production, harvesting & marketing	8,033	9,405	10,287	10,985
Sugarcane production, harvesting and hauling	4,436	4,062	6,543	6,286
Ranch	991	1,025	3,611	3,238
Retail land sales	114	30	130	99
Total costs of sales	13,574	14,522	20,571	20,608
Gross profit	3,136	2,571	4,578	3,869
General & administrative expenses	2,685	1,369	4,094	2,647
Income (loss) from operations	451	1,202	484	1,222
Other income (expenses):				
Profit on sales of real estate, net	19,472	102	19,472	553
Interest & investment income	804	245	1,254	521
Interest expense	(491)	(483)	(979)	(1,024)
Other	175	13	254	157
Total other income, net	19,960	(123)	20,001	207
Income before income taxes	20,411	1,079	20,485	1,429
Provision for income taxes	7,667	290	7,692	381
Net income	$ 12,744	$ 789	$ 12,793	$ 1,048
Weighted-average number of shares outstanding	7,180	7,108	7,161	7,102
Per share amounts:				
Basic	$ 1.77	$ 0.11	$ 1.79	$ 0.15
Fully diluted	$ 1.74	$ 0.11	$ 1.75	$ 0.14
Dividends	$ -	$ -	$ 0.60	$ 0.35

See accompanying Notes to Condensed Consolidated Financial Statements.

ALICO, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(See Accountants' Review Report)
(in thousands)

ASSETS	February 29, 2004	August 31,

		(unaudited)		2003
Current assets:				
Cash and cash investments	$	23,554	$	16,352
Marketable securities		51,750		38,820
Accounts receivable		7,901		9,680
Mortgages and notes receivable		12,311		2,534
Inventories		19,410		21,845
Other current assets		716		973
Total current assets		115,642		90,204
Mortgages and note receivable		295		234
Land held for development and sale		5,389		16,587
Investments		856		886
Property, buildings and equipment		146,428		144,578
Less: accumulated depreciation		(40,796)		(39,741)
Total assets	$	227,814	$	212,748

See accompanying Notes to Condensed Consolidated Financial Statements.

ALICO, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(See Accountants' Review Report)
(in thousands)
(Continued)

		February 29, 2004 (unaudited)		August 31, 2003
LIABILITIES & STOCKHOLDERS' EQUITY				
Current liabilities:				
Accounts payable	$	2,451	$	2,110
Accrued ad valorem taxes		391		1,519
Current portion of notes payable		3,321		3,321
Accrued expenses		768		988
Deferred income taxes		1,601		1,680
Due to profit sharing		-		350
Other current liabilities		723		754
Total current liabilities		9,255		10,722
Deferred revenue		5		91
Notes payable		49,443		54,127
Deferred income taxes		10,122		9,668
Deferred retirement benefits		411		120
Other non-current liability		17,098		9,609
Donation payable		1,513		2,229
Total liabilities		87,847		86,566

Stockholders' equity:

Common stock	7,229	7,116
Additional paid in cpaital	6,451	3,074
Accumulated other comprehensive income	2,747	961
Retained earnings	123,540	115,031
Total stockholders; equity	139,967	126,182
Total liabilities and stockholders' equity	$ 227,814	$ 212,748

See accompanying Notes to Condensed Consolidated Financial Statements.

ALICO, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited - See Accountants' Review Report)
(in thousands)

	February 29, 2004	Six months ended February 28, 2003
Cash flows from operating activities:		
Net cash provided by operating activities	$ 9,097	$ 6,652
Cash flows from (used for) investing activities:		
Purchases of property and equipment	(4,068)	(4,720)
Proceeds from sale of real estate	18,809	705
Proceeds from sales of property and equipment	670	359
Purchases of marketable securities	(14,031)	(1,767)
Proceeds from sales of marketable securities	3,938	2,626
Note receivable collections	28	45
Net cash used for investing activities	5,346	(2,752)
Cash flows used for financing activities:		
Repayment of bank loan	(17,899)	(16,763)
Proceeds from bank loan	13,215	17,513
Proceeds from exercising stock options	1,727	453
Dividends paid	(4,284)	(2,483)
Net cash provided by (used for) financing activities	(7,241)	(1,280)
Net increase (decrease) in cash and cash investments	$ 7,202	$ 2,620
Cash and cash investments:		
At beginning of year	$ 16,352	$ 10,140

At end of period	$ 23,554	$ 12,760
Non cash investing activities:		
Issuance of mortgage notes	9,805	68
Fair value adjustments to securities available for sale net of tax effects	1,785	(352)
Reclassification of breeding herd to property and equipment	599	700

See accompanying Notes to Condensed Consolidated Financial Statements.

ALICO, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(See Accountants' Review Report)
(in thousands except for per share data)

1. Basis of financial statement presentation:

The accompanying condensed consolidated financial statements include the accounts of Alico, Inc. and its wholly owned subsidiaries, Saddlebag Lake Resorts, Inc. (Saddlebag) Alico-Agri, Ltd., and Agri-Insurance Company, Ltd. (Agri), after elimination of all significant intercompany balances and transactions.

The accompanying unaudited condensed consolidated financial statements have been prepared on a basis consistent with the accounting principles and policies reflected in the Company's annual report for the year ended August 31, 2003. In the opinion of Management, the accompanying unaudited condensed consolidated financial statements contain all adjustments (consisting only of normal recurring accruals) necessary for a fair presentation of its consolidated financial position at February 29, 2004 and the consolidated results of operations and cash flows for the three and six month periods ended February 29, 2004 and February 28, 2003.

The basic business of the Company is agriculture, which is of a seasonal nature and subject to the influence of natural phenomena and wide price fluctuations. Fluctuation in the market prices for citrus fruit has caused the Company to recognize additional revenue from the prior year's crop totaling $187 in 2004 and $196 in 2003. The results of operations for the stated periods are not necessarily indicative of results to be expected for the full year. Certain items from 2003 have been reclassified to conform to the 2004 presentation.

2. Real Estate:

Real estate sales are recorded under the accrual method of accounting. Under this method, a sale is not recognized until certain criteria is met including whether the profit is determinable, collectibility of the sales price and whether the earnings process is complete.

3. Marketable Securities Available for Sale

The Company has classified 100% of investments in marketable securities as available for sale and, as such, the securities are carried at estimated fair value. Any unrealized gains and losses, net of related deferred taxes, are recorded as a net amount in a separate component of stockholder’s equity until realized.

The cost and estimated fair values of marketable securities available for sale at February 29, 2004 and August 31, 2003 were as follows:

	February 29, 2004			**August 31, 2003**		
Equity securities:	**Cost**	**Net Unrealized gain (loss)**	**Estimated Fair Value**	**Cost**	**Net Unrealized gain (loss)**	**Estimated Fair Value**
Preferred stocks	$ 1,963	$ 114	$ 2,077	$ 2,504	$ 20	$ 2,524
Common stocks	4,303	358	4,661	1,893	(85)	1,808
Mutual funds*	21,138	2,946	24,084	10,181	1,801	11,982
Total equity securities	27,404	3,418	30,822	14,578	1,736	16,314

Debt securities

Municipal bonds	3,321	74	3,395	515	28	543
Mutual funds	3,536	98	3,634	8,435	(188)	8,247
Fixed maturity funds	1,967	(9)	1,958	11,146	(31)	11,115
Corporate bonds	11,906	35	11,941	2,762	(161)	2,601
Total debt securities	20,730	198	20,928	22,858	(352)	22,506
Marketable securities available for sale	$ 48,134	$ 3,616	$ 51,750	$ 37,436	$ 1,384	$ 38,820

4. Mortgage and notes receivable:

Mortgage and notes receivable arose from real estate sales. The balances at February 29, 2004 and August 31, 2003 are as follows:

	February 29, 2004 (unaudited)	August 31, 2003
Mortgage notes receivable on retail land sales	$ 301	$ 235
Mortgage notes receivable on bulk land sales	12,215	2,420
Other notes receivable	90	113
Total mortgage and notes receivable	12,606	2,768
Lee current portion	12,311	2,534
Non-current portion	$ 295	$ 234

5. Inventories:

A summary of the Company's inventories is shown below:

	February 29, 2004 (unaudited)	August 31, 2003
Unharvested fruit crop on trees	7,320	8,135
Unharvested sugarcane	3,264	5,159
Beef cattle	8,061	7,892
Sod	765	659
Total inventories	$ 19,410	$ 21,845

Subject to prevailing market conditions, the Company may hedge a portion of its beef inventory by entering into cattle futures contracts to reduce exposure to changes in market prices. The Company classifies these contracts as fair value hedges. The contracts are recorded at fair market value, with any resulting gains and losses added to the cost of cattle sold. At February 29, 2004, the Company had 85 contracts with combined fair market value of $191.

6. Income taxes:

The provision for income taxes for the three and six months ended February 29, 2004 and February 28, 2003 is summarized as follows:

	Three months ended		Six months ended	
	Feb. 29, 2004	Feb. 28, 2003	Feb. 29, 2004	Feb. 28, 2003

Current:				
Federal income tax	$ 5,949	$ 248	$ 6,230	$ 303
State income tax	635	23	665	32
	6,584	271	6,895	335
Deferred:				
Federal income tax	978	19	720	42
State income tax	105	-	77	4
	1,083	19	797	46
Total provision for income taxes	$ 7,667	$ 290	$ 7,692	$ 381

The Internal Revenue Service has begun its examination of the Company tax returns for the years ended August 31, 2000, 2001 and 2002, and Agri tax returns for calendar years 2000, 2001 and 2002. Any adjustments resulting from the examination will be currently due and payable. No adjustments have been proposed to date.

7. Employee Benefit Plans

The Company has a profit sharing plan covering substantially all employees. The plan was established under Internal Revenue Code section 401(k). No contributions were made during the first six months of fiscal 2004 or 2003, respectively. Contributions are made annually to the profit sharing plan and were $350 and $285 for the years ended August 31, 2003 and 2002, respectively.

Additionally, the Company has a nonqualified defined benefit retirement plan covering the officers and other key management personnel of the Company. Details concerning this plan are as follows:

	Six months ended,	
Components of net pension cost	**February 29, 2004**	**February 28, 2003**
Service cost, net of participant contributions	$ 113	$ 256
Interest cost	139	117
Expected return on plan assets	(156)	(139)
Prior service cost amortization	1	1
Net pension cost for defined benefit plan	$ 97	$ 235

The net benefit obligation was computed using a discount rate of 6.25%. Employer contributions to the plan for the first six months of fiscal 2004 and 2003 were $403 and $20, respectively.

8. Indebtedness:

The Company has financing agreements with commercial banks that permit the Company to borrow up to $54 million. The outstanding debt under these agreements was $39.7 million and $43.8 million at February 29, 2004 and August 31, 2003 respectively. In March 1999, the Company mortgaged 7,680 acres for $19 million in connection with a $22.5 million acquisition of producing citrus and sugarcane operations. The long-term portion of debt at February 29, 2004 and August 31, 2003 was $49.4 million and $54.1 million respectively.

Maturities of the indebtedness of the Company over the next five years are as follows: 2004- $3,321; 2005- $37,059; 2006- $3,312; 2007- $1,315; 2008- $1,318; and $6,439 thereafter.

Interest cost expensed and capitalized during the six months ended February 29, 2004 and February 28, 2003 was as follows:

	2004	**2003**
Interest expense	979	1,024
Interest capitalized	129	123
Total interest cost	1,108	1,147

9. Other non-current liability:

Alico formed a wholly owned insurance subsidiary, Agri Insurance Company, Ltd. (Bermuda) ("Agri") in June of 2000. Agri was formed in response to the lack of insurance availability, both in the traditional commercial insurance markets and governmental sponsored insurance programs, suitable to provide coverages for the increasing number and potential severity of agricultural related events. Such events include citrus canker, crop diseases, livestock related maladies and weather. Alico's goal included not only prefunding its potential exposures related to the aforementioned events, but also to attempt to attract new underwriting capital if it is successful in profitably underwriting

its own potential risks as well as similar risks of its historic business partners. Alico primarily utilized its inventory of land and additional contributed capital to bolster the underwriting capacity of Agri.

Alico capitalized Agri by contributing real estate located in Lee County Florida. The real estate was transferred at its historical cost basis. Agri received a determination letter from the Internal Revenue Service (IRS) stating that Agri was exempt from taxation provided that net premium levels, consisting only of premiums with third parties, were below an annual stated level ($350 thousand). Third party premiums have remained below the stated annual level. As the Lee county real estate was sold, substantial gains were generated in Agri, creating permanent book/tax differences.

Since receiving the favorable IRS determination letter, certain transactions, entered into by other taxpayers under the same IRS Code Section came under scrutiny and criticism by the news media. In reaction, Management has recorded a contingent liability of $17.1 million for income taxes in the event of an IRS challenge. Management's decision has been influenced by perceived changes in the regulatory environment. The Company believes that it can successfully defend any such challenge, however, because it is probable that a challenge will be made and possible that it may be successful, Management has provided for the contingency.

The Internal Revenue Service has begun its examination of the Company tax returns for the years ended August 31, 2000, 2001 and 2002, and Agri tax returns for calendar years 2000, 2001 and 2002. Any adjustments resulting from the examination will be currently due and payable. No adjustments have been proposed to date.

10. Dividends:

On October 7, 2003 the Company declared a year-end dividend of $.60 per share, which was paid on October 31, 2003.

11. Disclosures about reportable segments:

Alico, Inc. has three reportable segments: citrus, sugarcane, and ranching. The commodities produced by these segments are sold to wholesalers and processors who prepare the products for consumption. The Company's operations are located in Florida.

The accounting policies of the segments are the same as those described in the summary of significant accounting policies. Alico, Inc. evaluates performance based on profit or loss from operations before income taxes. Alico, Inc.'s reportable segments are strategic business units that offer different products. They are managed separately because each segment requires different management techniques, knowledge and skills.

The following table presents information for each of the Company's operating segments as of and for the six months ended February 29, 2004:

	Citrus	Sugarcane	Ranch	Other*	Consolidated Total
Revenue	$ 9,893	$ 8,206	$ 4,424	$ 23,606	$ 46,129
Costs and expenses	10,287	6,543	3,611	5,203	25,644
Segment profit (loss)	(394)	1,663	813	18,403	20,485
Depreciation and amortization	1,186	1,150	714	192	3,242
Segment assets	$52,144	$49,814	$22,883	$ 102,973	$ 227,814

The following table presents information for each of the Company's operating segments as of and for the six months ended February 28, 2003:

	Citrus	Sugarcane	Ranch	Other*	Consolidated Total
Revenue	$ 11,395	$ 7,960	$ 3,263	$ 3,090	$ 25,708
Costs and expenses	10,985	6,286	3,238	3,770	24,279
Segment profit (loss)	410	1,674	25	(680)	1,429

Depreciation and amortization	1,179	1,215	766	240	3,400
Segment assets	$ 52,676	$ 48,013	$ 24,934	$ 65,014	$ 190,637

*Consists of rents, investments, real estate activities and other such items of a general corporate nature.

12. Stock Option Plan

On November 3, 1998, the Company adopted the Alico, Inc., Incentive Equity Plan (The Plan) pursuant to which the Board of Directors of the Company may grant options, stock appreciation rights, and/or restricted stock to certain directors and employees. The Plan authorizes grants of shares or options to purchase up to 650,000 shares of authorized but unissued common stock. Stock options granted have a strike price and vesting schedules which are at the discretion of the Board of Directors and determined on the effective date of the grant. The strike price cannot be less than 55% of the market price.

	Options	Weighted average exercise price	Weighed average remaining contractual life (in years)
Balance outstanding, August 31, 2001	84,080	$ 14.62	9
Granted	69,598	15.68	
Exercised	35,831	15.53	
Balance outstanding, August 31, 2002	117,847	15.20	7
Granted	67,280	15.68	
Exercised	35,726	15.53	
Balance outstanding, August 31, 2003	149,401	15.34	9
Granted	119,462	15.34	
Exercised	113,187	$ 15.57	
Balance outstanding, February 29, 2004	155,676	$ 17.58	9

On February 29, 2004, there were 155,676 shares exercisable and 292,894 shares available for grant.

Had the Company determined compensation cost based on the fair value at the grant date for its stock options under SFAS 123, the Company's net income would have changed to the proforma amounts indicated below:

	Six months ended	
	Feb. 29, 2004	Feb. 28, 2003
Net income as reported	$ 12,793	$ 1,048
Proforma net income	$ 12,852	$ 1,045
Basic earnings per share as reported	$ 1.79	$ 0.15
Proforma basic earnings per share	$ 1.79	$ 0.15

13. Future Application of Accounting Standards

In December 2003, the FASB issued FASB Interpretation No. 46 (revised December 2003), *Consolidation of Variable Interest Entities*, which addresses how a business enterprise should evaluate whether it has a controlling financial interest in an entity through means other than voting rights and accordingly should consolidate the entity. FIN 46R replaces FASB Interpretation No. 46, *Consolidation of Variable Interest Entities*, which was issued in January 2003. The Company will be required to apply FIN 46R to variable interests in VIEs for periods ending after December 15, 2003, and for all other types of entities for periods ending after March 15, 2004. The adoption of

Interpretation No. 46 is not expected to have a material effect on the financial condition, results of operations, or liquidity of the Company.

ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

LIQUIDITY AND CAPITAL RESOURCES:

Working capital increased to $106.4 million at February 29, 2004, from $79.5 million at August 31, 2003. As of February 29, 2004, the Company had cash and cash investments of $23.5 million compared to $16.4 million at August 31, 2003. Marketable securities increased to $51.8 million from $38.8 million during the same period. The ratio of current assets to current liabilities increased to 12.50 to 1 at February 29, 2004 up from 8.41 to 1 at August 31, 2003. Total assets increased by $15.1 million to $227.8 million at February 29, 2004, compared to $212.7 million at August 31, 2003.

Management expects continued profitability from its agricultural operations in fiscal 2004. The outlook is for gross profits from citrus operations to decline due to a large crop forecast for the industry as a whole and substantial carryover inventories for the industry. Management also expects gross profits from sugarcane to decline as the Company's current crop is expected to be smaller in fiscal 2004 than in fiscal 2003. Gross profits from the Company's cattle operations are expected to increase due to reduced beef supplies creating favorable market conditions for beef and an increase in the number of cattle sold.
Management believes that the Company will be able to meet its working capital requirements for the foreseeable future with internally generated funds. In addition, the Company has credit commitments which provide for revolving credit of up to $54.0 million, of which $14.3 million was available for the Company's general use at February 29, 2004 (see Note 8 to condensed consolidated financial statements).

RESULTS OF OPERATIONS:

The basic business of the Company is agriculture, which is of a seasonal nature and is subject to the influence of natural phenomena and wide price fluctuations. The results of operations for the stated periods are not necessarily indicative of results to be expected for the full year.

Net income for the six months ending February 29, 2004 increased by $11.7 million when compared to the first six months of the prior year. This was primarily due to an increase in **income** from real estate sales for the six months ended February 29, 2004 when compared to the six months ended February 28, 2003 ($19.5 million vs. $0.6 million during the first six months of fiscal 2004 and 2003, respectively).

Income from operations decreased to $484 thousand for the first six months of fiscal 2004, compared to $1.2 million for the first six months of fiscal 2003. The increase was largely due to an increase in general and administrative expenses due to $1.4 million of stock options vesting in the second quarter commensurate with a change in control.

Earnings from agricultural activities approximated the prior year ($1.7 million vs. $1.6 million for the second quarter, and $2.1 million during the first six months of both fiscal 2004 and 2003, respectively). **For a detailed discussion of agricultural operating results please see below.**

Citrus

The citrus division reported a profit of $506 thousand for the second quarter of fiscal 2004, vs. a profit of $369 thousand for the second quarter of fiscal 2003. The Citrus division recorded a loss of $394 thousand for the first six months of fiscal 2004, compared to $410 thousand profit during the first six months of fiscal 2003. The current year's Florida orange crop has been forecasted to be the largest on record. As of February 29, 2004, it appears that the projection will be significantly correct. Accordingly, citrus prices have declined (**$4.21 vs. $4.83 average price per box at February 29, 2004 and February 28, 2003, respectively**). In light of this, the Company recorded a valuation allowance of $722 thousand against the unharvested fruit crop during the first quarter of fiscal 2004.

Sugarcane

Sugarcane earnings were $1.2 million for both the second quarter of fiscal 2004 and 2003. Sugarcane earnings were $1.7 million for the six months ending February 29, 2004 and the six months ended February 28, 2003.

Ranching

Ranch earnings during the second quarter of fiscal 2004 approximated those of the second quarter of prior year ($89 thousand vs. $121 thousand for the second quarter of fiscal 2004 and 2003, respectively). For the first six months of fiscal 2004, ranch earnings have increased when compared to the same period a year ago ($813 thousand vs. $25 thousand for the six months ended February 29, 2004 and February 28, 2003 respectively). Cattle prices have averaged significantly higher during fiscal 2004 than in fiscal 2003 (**$.93 vs. $.69 per pound for the first six months of fiscal 2004 and 2003, respectively**), and is the primary cause of the increase.

During December 2003, a cow in Washington State tested positive for bovine spongiform encephalopathy (BSE a/k/a "mad cow disease"). This has caused some foreign countries to ban beef imports from the United States. Although there have been price declines since the

BSE discovery, the incident appears to be isolated and beef prices are still well above prior year levels. The Company has no reason to believe its beef herd is subject to any risk from this disease.

General Corporate

The Company is continuing its marketing and permitting activities for its land that surrounds Florida Gulf Coast University in Lee County, Florida. There are sales contracts in place for all this property, totaling $138.4 million. The agreements are at various stages in the due diligence process with closing dates expected over the next two years. The contracts are subject to various contingencies and there is no assurance that they will close.

The Company formed Agri-Insurance Company, Ltd. (Agri) a wholly owned subsidiary, during July of 2000. The insurance company was initially capitalized by transferring cash and approximately 3,000 acres of the Lee County property. Through Agri, the Company has been able to underwrite previously uninsurable risk related to catastrophic crop and other losses. The coverages currently underwritten by Agri will indemnify insureds for the loss of the revenue stream resulting from a catastrophic event that would cause a grove to be replanted. To expedite the creation of the capital liquidity necessary to underwrite the Company's exposure to catastrophic losses, another 5,600 acres were transferred during fiscal 2001. Agri underwrote a limited amount of coverage for Ben Hill Griffin, Inc. during fiscal years 2001 - 2004, and in August 2002, Agri began insuring the Alico, Inc., citrus groves. As Agri gains underwriting experience and increases its liquidity, it will be able to increase its insurance programs. Due to Agri's limited operating history, it would be difficult, if not impossible, to speculate about the impact that Agri could have on the Company's financial position, results of operations and liquidity in future periods. Since the coverages that have been written, as liquidity has been generated, are primarily for the benefit of Alico, the financial substance of this venture is to insure risk that is inherent in the Company's existing operations.

During the third quarter of fiscal 2003, the Company entered into a limited partnership with Agri to manage Agri's real estate holdings. Agri transferred all of the Lee County property and associated sales contracts to the limited partnership, Alico-Agri, Ltd (Alico-Agri) in return for a 99% partnership interest. Alico, Inc. transferred $1.2 million cash for a 1% interest. The creation of the partnership allows Agri to concentrate solely on insurance matters while utilizing Alico's knowledge of real estate management.

In the fourth quarter of fiscal 2003, the Company, through Alico-Agri, completed the sale of 313 acres in Lee County, Florida to Airport Interstate Associates, LLC. The sales price was $9.7 million and resulted in a gain of $8.7 million. Additionally, Alico-Agri completed the sale of 40 acres in Lee County, Florida to University Club Apartments/Gulf Coast, LLC. The sales price of the property was $5.5 million and generated a gain of $4.7 million.

During the fourth quarter of fiscal 2003, the Company sold 358 acres in Hendry County, Florida for $669 thousand. The sale generated a gain of $335 thousand. Additionally, the Company sold 266 acres in Polk County, Florida for $617 thousand, generating a gain of $612 thousand.

During the second quarter of fiscal 2004, the Company, through Alico-Agri, completed the sale of 244 acres in Lee County, Florida. The sales price was $30.9 million and resulted in a gain of $19.7 million. The sale generated $20.9 million cash with the remaining $10 million held in the form of a mortgage receivable due in December 2004.

Off Balance Sheet Arrangements

The Company has no off balance sheet arrangements that have, or are reasonably likely to have any material impact on the Company’s current or future financial condition, revenues, or results of operations.

Disclosure of Contractual Obligations

Contractual obligations of the Company are outlined below:

February 29, 2004
(in thousands)

Contractual obligations	Total	Less than 1 year	1 - 3 years	3-5 years	5 + years
Long-term debt	$ 52,764	$ 3,321	$ 40,371	$ 2,633	$ 6,439
Leases (Operating & capital)	-	-	-	-	-
Purchase obligations (donation)	2,236	723	1,513	-	-
Other long-term liabilities	27,636	109	17,306	80	10,141
Total	82,636	4,153	59,190	2,713	16,580

August 31, 2003

(in thousands)

Contractual obligations	Total	Less than 1 year	1 - 3 years	3-5 years	5 + years
Long-term debt	$ 57,448	$ 3,321	$ 39,576	$ 4,633	$ 9,918
Leases (Operating & capital)	-	-	-	-	-
Purchase obligations (donation)	2,983	754	1,459	770	-
Other long-term liabilities	19,488	-	9,820	180	9,488
Total	79,919	4,075	50,855	5,583	19,406

Critical Accounting Policies and Estimates

The preparation of the Company's financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and judgments that affect the reported amounts of assets and liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. On an on-going basis, management evaluates the estimates and assumptions based upon historical experience and various other factors and circumstances. Management believes that the estimates and assumptions are reasonable in the circumstances; however, actual results may vary from these estimates and assumptions under different future circumstances. The following critical accounting policies that affect the more significant judgments and estimates used in the preparation of our consolidated financial statements are discussed below.

Alico records inventory at the lower of cost or market. Management regularly assesses estimated inventory valuations based on current and forecasted usage of the related commodity and any other relevant factors that affect the net realizable value.

Based on fruit buyers' and processors' advances to growers, stated cash and futures markets combined experience in the industry, management reviews the reasonableness of the citrus revenue accrual. Adjustments are made throughout the year to these estimates as relevant information regarding the citrus market becomes available. Fluctuation in the market prices for citrus fruit has caused the Company to recognize additional revenue from the prior year's crop totaling $187 thousand during fiscal 2004 and $196 thousand in fiscal 2003.

In accordance with Statement of Position 85-3 "Accounting by Agricultural Producers and Agricultural Cooperatives", the cost of growing crops (citrus and sugarcane) are capitalized into inventory until the time of harvest. Once a given crop is harvested, the related inventoried costs are recognized as cost of sales to provide an appropriate matching of costs incurred with the related revenue earned. The inventoried cost of each crop is then compared with the estimated net realizable value (NRV) of the crop and any costs in excess of the NRV are immediately recognized as cost of sales.

Cautionary Statement

Readers should note, in particular, that this Form 10-Q contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), that involve substantial risks and uncertainties. When used in this document, or in the documents incorporated by reference herein, the words "anticipate", "believe", "estimate", "may", "intend" and other words of similar meaning, are likely to address the Company's growth strategy, financial results and/or product development programs. Actual results, performance or achievements could differ materially from those contemplated, expressed or implied by the forward-looking statements contained herein. The considerations listed herein represent certain important factors the Company believes could cause such results to differ. These considerations are not intended to represent a complete list of the general or specific risks that may effect the Company. It should be recognized that other risks, including general economic factors and expansion strategies, may be significant, presently or in the future, and the risks set forth herein may affect the Company to a greater extent than indicated.

ITEM 3. Quantitative and Qualitative Disclosures about Market Risk

No changes

ITEM 4. Controls and Procedures

Evaluation of disclosure controls and procedures

The Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of February 29, 2004 pursuant to Exchange Act Rule 13a-15 and 15d-15. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective in timely alerting them to material information relating to the Company (including its consolidated subsidiaries) required to be included in the Company's periodic Securities and Exchange Commission filings. No significant deficiencies or material weaknesses in the Company's disclosure controls and procedures were identified in the evaluation and therefore, no corrective actions were taken.

Changes in internal controls

There were no significant changes in the Company's internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation.

FORM 10-Q
PART II. OTHER INFORMATION

ITEMS 1-5 have been omitted as there are no items to report during this interim period.

ITEM 6. Exhibits and reports on Form 8-K.

(a) Exhibits:
Exhibit 11. Computation of Weighted Average Shares Outstanding at November 30, 2003.

Exhibit 31.1 Rule 13a-14(a) certifications.

Exhibit 31.2 Rule 13a-14(a) certifications.

Exhibit 32.1 Section 1350 certifications.

Exhibit 32.1 Section 1350 certifications.

Exhibit 99. Accountant's Review Report.

(b) Reports on Form 8-K.
January 5, 2004 announcing real estate sale by Alico-Agri
January 30, 2004 providing tax ruling announcement pursuant to settlement agreement
February 17, 2004 announcing acceleration of real estate gain
February 26, 2004 announcing change in beneficial ownership and board of directors
February 26, 2004 change in control of Alico, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ALICO, INC.
(Registrant)

	/s/ W. Bernard Lester
January 3, 2005	W. Bernard Lester
Date	President
	Chief Executive Officer
	(Signature)
	/s/ L. Craig Simmons
January 3, 2005	L. Craig Simmons
Date	Vice President
	Chief Financial Officer
	(Signature)
	/s/ Patrick W. Murphy
January 3, 2005	Patrick W. Murphy
Date	Controller
	(Signature)

ALICO, INC.
Computation of Earnings per share
(in thousands except per share data)

	For the three months ended		For the six months ended	
	February 29, 2004	February 28, 2003	February 29, 2004	February 28, 2003
Net income	$ 12,744	$ 789	$ 12,793	$ 1,048
Weighted shares outstanding	7,180	7,108	7,161	7,102
Basic earnings per share	$ 1.77	$ 0.11	$ 1.79	$ 0.15
(Net income divided by shares outstanding)				
Dilutive securities (options outstanding)	156	156	156	156
Weighted shares, diluted	7,336	7,264	7,317	7,258
Fully diluted Earnings per share	$ 1.74	$ 0.11	$ 1.75	$ 0.14
(Net income divided by dilutive shares)				

Exhibit 31.1

I, W. Bernard Lester, certify that:

1. I have reviewed this amended quarterly report on Form 10-Q/A of Alico, Inc. (Alico) for the period ended February 29, 2004,

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of Alico as of, and for, the periods presented in this report;

4. Alico's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for Alico and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to Alico, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Evaluated the effectiveness of Alico's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and

(c) Disclosed in this report any change in Alico's internal control over financial reporting that occurred during the registrant's fourth fiscal quarter included in this quarterly report on Form 10-Q/A that has materially affected, or is reasonably likely to materially affect, Alico's internal control over financial reporting; and

5. Alico's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to Alico's auditors and audit committee of Alico's Board of Directors:

(a) all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect Alico's ability to record, process, summarize, and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in Alico's internal controls over financial reporting.

Dated: January 6, 2005

/S/ W. BERNARD LESTER
W. Bernard Lester
Chief Executive Officer

Exhibit 31.2

I, L. Craig Simmons, certify that:

1. I have reviewed this amended quarterly report on Form 10-Q/A of Alico, Inc. (Alico) for the period ended February 29, 2004,

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to

make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of Alico as of, and for, the periods presented in this report;

4. Alico's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for Alico and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to Alico, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Evaluated the effectiveness of Alico's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and

(c) Disclosed in this report any change in Alico's internal control over financial reporting that occurred during the registrant's fourth fiscal quarter included in this quarterly report on Form 10-Q/A that has materially affected, or is reasonably likely to materially affect, Alico's internal control over financial reporting; and

5. Alico's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to Alico's auditors and audit committee of Alico's Board of Directors:

(a) all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect Alico's ability to record, process, summarize, and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in Alico's internal controls over financial reporting.

Dated: January 6, 2005

/S/ L. CRAIG SIMMONS
L. Craig Simmons
Chief Executive Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

In connection with the amended quarterly report of Alico, Inc. (the "Company") on Form 10-Q/A for the period ended February 29, 2004 as filed with the Securities and Exchange Commission on January 6, 2005 (the "Form 10-Q/A"), I, W. Bernard Lester, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Form 10-Q/A fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(2) The information contained in the Form 10-Q/A fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: January 6, 2005

/S/ W. BERNARD LESTER
W. Bernard Lester
Chief Financial Officer

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

In connection with the amended quarterly report of Alico, Inc. (the "Company") on Form 10-Q/A for the period ended February 29, 2004 as filed with the Securities and Exchange Commission on January 6, 2005 (the "Form 10-Q/A"), I, L. Craig Simmons, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Form 10-Q/A fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(2) The information contained in the Form 10-Q/A fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: January 6, 2005

/S/ L. CRAIG SIMMONS
L. Craig Simmons
Chief Financial Officer

Report of Independent Registered Public Accounting Firm

The Stockholders and

Board of Directors

Alico, Inc.:

We have reviewed the condensed consolidated balance sheet of Alico, Inc. and subsidiaries as of February 29, 2004, and the related condensed consolidated statements of operations for the three and six month periods ended February 29, 2004 and February 28, 2003, and the condensed consolidated statements of cash flows for the six month periods ended February 29, 2004 and February 28, 2003. These condensed consolidated financial statements are the responsibility of the Company’s management.

We conducted our review in accordance with standards established by the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical review procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the condensed consolidated financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with standards established by the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Alico, Inc. and subsidiaries as of August 31, 2003 and the related consolidated statements of operations, stockholders’ equity and cash flows for the year then ended (not presented herein); and in our report dated October 10, 2003 we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of August 31, 2003, is fairly presented, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ KPMG

Orlando, Florida

March 30, 2004