

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): **October 29 , 2008**

ALICO, INC.

(Exact Name of Registrant as Specified in Charter)

FLORIDA

(State or Other Jurisdiction of Incorporation)

0-261

(Commission File Number)

59-0906081

IRS Employer
Identification No.)

**POST OFFICE BOX 338,
LA BELLE, FLORIDA**

(Address of Principal Executive Offices)

33975

(Zip Code)

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

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 C.F.R. 230.425)
 - Soliciting Material pursuant to Rule 14a-12 under the Exchange Act (17 C.F.R. 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14D-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 C.F.R. 240.13e-4(c))
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ITEM 8.01 OTHER EVENTS.

Incorporated by reference is a press release issued by the Registrant on October 29, 2008, attached as Exhibit 99.1, Alico announces receipt of service for a shareholder derivative action filed by former director Baxter Troutman.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

Exhibit 99.1- Press release announcing Alico announces receipt of service for a shareholder derivative action filed by former director Baxter Troutman.

SIGNATURES

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

ALICO, INC.
(Registrant)

Date: October 29, 2008

By: /s/ DAN L. GUNTER
Dan L. Gunter
Chief Executive Officer

EXHIBIT INDEX

**ALICO ANNOUNCES RECEIPT OF SERVICE FOR A SHAREHOLDER DERIVATIVE ACTION FILED BY FORMER
DIRECTOR BAXTER TROUTMAN**

La Belle, FL., October 29, 2008 -- Alico, Inc. (NASDAQ: ALCO), a land management company, announced today that it has been served with a shareholder derivative action complaint filed by Baxter Troutman against J. D. Alexander and John R. Alexander which names Alico as a nominal defendant. Mr. Troutman is the cousin and nephew of the two defendants respectively and is a shareholder in Atlanticblue, Inc., a [50.6%] shareholder of Alico. From February 26, 2004 until January 18, 2008 he was a director of Alico. Although his complaint does not provide much specificity, he appears to allege that J.D. Alexander and John R. Alexander committed breaches of fiduciary duty in connection with the proposed merger of Atlanticblue into Alico which was proposed in 2004 and withdrawn by Atlanticblue in 2005. He also appears to allege, among other things, that the merger proposal was wrongly requested by defendants J. D. Alexander and John R. Alexander and improperly included a proposed special dividend; and that the Alexander's sought to circumvent the Board's nominating process to insure that they constituted a substantial part of Alico's senior management team and these actions were contrary to the position of Alico's independent directors at the time causing a waste of Alico's funds and the resignations of the independent directors in 2005. As a result the complaint is seeking damages to be paid to Alico by the Alexander's in excess of \$1,000,000. The complaint concedes that Mr. Troutman has not previously made demand upon Alico to take action for the alleged wrongdoing as required by Florida law alleging that he believed such a demand would be futile. A copy of the Complaint may be obtained from the Clerk of the Circuit Court in Polk County, Florida.

Dan Gunter, the President and Chief Executive Officer of Alico stated that he was surprised that Mr. Troutman filed this action without bringing his concerns to the attention of Alico's independent directors more than three years after the events occurred and noted that Mr. Troutman was a member of the Board at the time of the events complained of and continued to serve as such until January of this year. He noted that the events surrounding the proposed withdrawn merger and the resignations of the independent directors were disclosed by the Company when they occurred. Be that as it may, Mr. Gunter indicated that the Company takes seriously its obligations to review and address Mr. Troutman's allegations and will take it up with the independent directors shortly following well established principles of corporate governance.

About Alico, Inc.

Alico, Inc., a land management company operating in Central and Southwest Florida, owns approximately 135,500 acres of land located in Collier, Glades, Hendry, Lee and Polk counties. Alico is involved in various agricultural operations and real estate activities. Alico's mission is to grow its asset values through its agricultural and real estate activities to produce superior long-term returns for its shareholders.

For Further Information Contact:

Dan L. Gunter
La Belle, Florida
(863) 675-2966

Statements in this press release that are not statements of historical or current fact constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other unknown factors that could cause the actual results of the Company to be materially different from the historical results or from any future results expressed or implied by such forward-looking statements. The forward-looking statements contained herein are also subject generally to other risks and uncertainties that are described from time to time in the Company's reports and registration statements filed with the

NATIONAL REGISTERED AGENTS, INC.

SERVICE OF PROCESS SUMMARY TRANSMITTAL FORM

To: DAN L. GUNTER
ALICO, INC.
640 SOUTH MAIN STREET
LABELLE, FL 33935-

SOP Transmittal # F L74394

(800) 767-1553 - Telephone
(609) 716-0820 - Fax

Entity Served: ALICO, INC.

Enclosed herewith are legal documents received on behalf of the above captioned entity by National Registered Agents, Inc. or its Affiliate in the State of FLORIDA on this 27 day of October, 2008. The following is a summary of the document(s)

received:

1. **Title of Action:** BAXTER G TROUTMAN VS JOHN R ALEXANDER, JOHN D ALEXANDER & ALICO INC, ET AL

2. **Document(s) served:**

<input checked="" type="checkbox"/> Summons	Subpoena	Injunction
<input checked="" type="checkbox"/> Complaint	Third Party Complaint	Notice of
Petition	<input checked="" type="checkbox"/> Demand for Jury Trial	Mechanics Lien
Garnishment	Default Judgment	Other:

3. **Court of Jurisdiction/** 10TH JUDICIAL CIRCUIT IN AND FOR POLK CTY FL

Case & Docket Number: 08CA10178

4. **Amount Claimed, if any:**

5. **Method of Service** (select one):

<input checked="" type="checkbox"/> Personally served by: Delivered Via:	<input checked="" type="checkbox"/> Process Server Certified Mail (Envelope enclosed)	Deputy Sheriff Regular Mail (Envelope enclosed)	U. S Marshall Facsimile
Other (Explain):			

6. **Date and Time of Receipt:** 10/27/2008 11:18:11 AM EST (GMT -5)

7. **Appearance/Answer Date:** 20 Days

8. **Received From:**
(Name, Address & Telephone Number)

9. **Federal Express Airbill #** 798048093309

FROST VAN DEN BOOM
& SMITH
PO BOX
2188
BARTOW,
FL 33831
8635330314

10. **Call Made to:** VM - DAN L. GUNTER

11. **Special Comments:**

NATIONAL REGISTERED AGENTS, INC.

Copies To:

Transmitted by: Andrea Doyle

The information contained in this Summary Transmittal Form is provided by National Registered Agents, Inc. for informational purposes only and should not be considered a legal opinion. It is the responsibility of the parties receiving this form to review the legal documents forwarded and to take appropriate action.

**IN THE CIRCUIT COURT OF THE TENTH JUDICIAL CIRCUIT
IN AND FOR POLK COUNTY FLORIDA**

BAXTER G. TROUTMAN, derivatively as
Shareholder of and on behalf of
Alico, Inc., a Florida profit corporation,

Plaintiff,

Case No. 08CA10178

Division: 8

V.

JOHN R. ALEXANDER, individually;
JOHN D. ALEXANDER, individually;

Defendants,

and

ALICO, INC.,

Nominal Defendant.

SUMMONS

THE STATE OF FLORIDA:
To Each Sheriff of the State:

YOU ARE COMMANDED to serve this summons and a copy of the complaint or petition in this action on defendant: **ALICO, INC. by serving its Registered Agent, NRAI SERVICES, INC., 2731 EXECUTIVE PARK DRIVE, SUITE 4, WESTON, FL 33331.**

Each defendant is required to serve written defenses to the complaint or petition on **JOHN W. FROST, II, Esq.**, Plaintiffs attorney, whose address is **FROST VAN DEN BOOM & SMITH, P.A., P.O. Box 2188, Bartow, FL 33831** (395 South Central Avenue, Bartow, FL 33830) (telephone: 863-533-0314), within 20 days after service of this summons on that Defendant, exclusive of the day of service, and to file the original of the defenses with the clerk of this court either before service on Plaintiffs attorney or immediately thereafter. If the Defendant fails to do so, a default will be entered against that Defendant for the relief demanded in the complaint or petition.

DATED on this 22 day of October, 2008.

(COURT SEAL)

RICHARD M. WEISS

As Clerk of Said

Court

By /s/ Mary Murphy

As Deputy Clerk

If you are a person with a disability who needs any accommodation in order to participate in this proceeding, you are entitled, at *no* cost to you, to the provision of certain assistance. Please contact the Office of the Court Administrator, (863) 534-4690, within two (2) working days of your receipt of this Summons; if you are hearing or voice impaired, call (TDD) (863) 534-7777 or Florida Relay Service 711.

IMPORTANTE

Usted ha sido demandado legalmente. Tiene veinte (20) días, contados a partir del recibo de esta notificación, para contestar la demanda adjunta, por escrito, y presentarla ante este tribunal. Una llamada telefónica no lo protegerá; si usted desea que el tribunal considere su defensa, debe presentar su respuesta por escrito, incluyendo el número del caso y los nombres de las partes interesadas en dicho caso. Si usted no contesta la demanda a tiempo, pudiese perder el caso y podría ser despojado de sus ingresos y propiedades, o privado de sus derechos, sin previo aviso del tribunal. Existen otros requisitos legales. Si lo desea, puede usted consultar a un abogado inmediatamente. Si no conoce a un abogado, puede llamar a una de las oficinas de asistencia legal que aparecen en la guía telefónica.

Si desea responder a la demanda por su cuenta, al mismo tiempo en que presenta su respuesta ante el tribunal, deberá usted enviar por correo o entregar una copia de su respuesta a la persona denominada abajo como "Plaintiff/Plaintiffs Attorney". (Demandante o Abogado del Demandante.)

IMPORTANTE

Des poursuites judiciaires ont été entreprises contre vous. Vous avez 20 jours consécutifs à partir de la date de ('assignation de cette citation pour déposer une réponse écrite à la plainte ci-jointe auprès de ce Tribunal. Un simple coup de téléphone est insuffisant pour vous protéger; vous êtes obligé de déposer votre réponse écrite, avec mention du numéro de dossier ci-dessus et du nom des parties nommées ici, si vous souhaitez que le Tribunal entende votre cause. Si vous ne déposez pas votre réponse écrite dans le délai requis, vous risquez de perdre la cause ainsi que votre salaire, votre argent, et vos biens peuvent être saisis par la suite, sans aucun préavis ultérieur du Tribunal. Il y a d'autres obligations juridiques et vous pouvez requérir les services immédiats d'un avocat. Si vous ne connaissez pas d'avocat, vous pouvez téléphoner à un service de référence d'avocats ou à un bureau d'assistance juridique (figurant à l'annuaire de téléphones).

Si vous choisissez de déposer vous-même une réponse écrite, il vous faudra également, en même temps que cette formalité, faire parvenir ou expédier une copie au carbone ou une photocopie de votre réponse écrite au "Plaintiff/Plaintiffs Attorney" (Plaignant ou à son avocat) nommé ci-dessous.

**IN THE CIRCUIT COURT OF THE TENTH JUDICIAL CIRCUIT
IN AND FOR POLK COUNTY, FLORIDA**

BAXTER G. TROUTMAN, derivatively
as Shareholder of and on behalf of
Alico, Inc., a Florida profit corporation,

Plaintiff,

Case No.
Division:

v.

JOHN R. ALEXANDER, individually;
JOHN D. ALEXANDER, individually;

Defendants,

and

ALICO, INC.,

Nominal Defendant.

**VERIFIED COMPLAINT
AND DEMAND FOR JURY TRIAL**

Plaintiff, BAXTER G. TROUTMAN, derivatively as a Shareholder of and on behalf of Alico, Inc., a Florida profit corporation, by and through the undersigned attorneys, sues Defendants, JOHN R. ALEXANDER, individually, and JOHN D. ALEXANDER, individually, and sues Nominal Defendant, ALICO, INC., and in support thereof alleges:

GENERAL ALLEGATIONS

1. This is a Shareholder derivative action pursuant to *Fla. Stat.* 607.07401 to recover damages for Alico, Inc., a Florida profit corporation (hereinafter "ALICO") in excess of \$1 million.

2. Alico is a land management company with its principal place of business in LaBelle, Florida.

3. Defendants, J. D. Alexander and J. R. Alexander are residents of Polk County, Florida.

4. Plaintiff, BAXTER G. TROUTMAN, derivatively as a Shareholder of and on behalf of Alico, Inc., (hereinafter "Plaintiff Troutman") is and was at all times material to the actions complained of herein a Shareholder in Alico.

5. Plaintiff Troutman did not make a demand on each of the Directors of Alico to institute on behalf of Alico the claims asserted herein because such demand would obviously be unavailing and futile.

6. A demand would be futile because it would be asking J. D. Alexander to bring suit against himself. The same would be true for John R. Alexander. Also, J. D. Alexander controls this Board. Director Mutz has resigned so no majority can be reached to sue J. D. Alexander and J. R. Alexander. Furthermore, Robert J. Viguet, Jr. is his roommate from college and Robert E. Lee Caswell is his brother-in-law and J. R. Alexander's son-in-law.

7. J. D. Alexander at all times material hereto was a Director on the Board of Alico. J. D. Alexander is also the President and C.E.O. and on the Board of Directors of the Atlantic Blue Trust, Inc. (now known as Atlanticblue Group, Inc. www.atlanticblue.com).

8. J. R. Alexander at all times material hereto was a Director and Chairman of the Board of Alico as well as the President and C.E.O. of Atlantic Blue Trust, Inc.

9. Defendants, J. D. Alexander and John R. Alexander (hereinafter cumulatively "the Alexanders") wrongfully requested that Alico consider a restructuring, including the possibility of a merger with a company called Atlantic Blue Trust, Inc., and the payment of a special dividend to the Alexanders.

10. Atlanticblue Group, Inc. is headquartered in Lake Wales, Florida, and is a real estate management acquisition and development company that forms core business lines and a demonstrated understanding of responsible land management to properties in Central and South Central Florida.

11. Atlantic Blue Trust, Inc. at that time carried a significant amount of debt incurred in the buyout of Harriett Harris.

12. The Alexanders knowing about the Atlantic Blue Trust, Inc. debt asked Alico in bad faith to consider the restructuring and the payment of a special dividend to advance their own interests and to the detriment of non Atlantic Blue Trust, Inc. Stockholders of Alico.

13. The Alexanders insisted early in the process on the payment of a special dividend by Alico structured in a manner that would have the effect of further increasing their own shareholdings in Alico.

14. The following events among others reflected a disregard by the Alexanders for the principles of good corporate governance and independent professional management of Alico:

A. The Alexanders' self-serving efforts to circumvent the Alico Board's nominating committee procedures to nominate an Atlantic Blue Trust, Inc. Director to fill the vacancy on the Board created by the retirement of W. Bernard Lester;

B. The insistence by the Alexanders that John R. and John D. constitute a substantial part of the senior management team at Alico following the consummation of the payment of a special dividend; and

C. The Alexanders repeated insistence on the payment of a special dividend and that J. R. Alexander would serve for a period of two (2) or more years as "interim" Chief Executive Officer following the retirement of W. Bernard Lester, notwithstanding the Alico Board's repeated declarations of objection to such an arrangement.

15. In an effort to safeguard against the above-referenced concerns forced by the then Alico Independent Directors, the Independent Directors proposed that the Board and ABT, as applicable, adopt the following agreements and procedures:

A. A standstill. During the period ending the first business day following Alico's annual meeting the shareholders (the "Term") none of ABT, its shareholders and their respective affiliates would acquire beneficial ownership of (except pursuant to the pending restructuring proposal), or become part of a "group" with respect to "any shares of Alico's capital stock other than those reflected on ABT's December 16, 2004 Schedule 13D.

B. The Board's composition; support for the Board. During the Term, none of ABT, its shareholders and their respective affiliates would take any action to change the composition or size of the Board or the terms of the nominating committee charter or, except through ABT's representatives on the Board, take any action to affect the policies or management of Alico, or solicit or participate in solicitation of proxies except in accordance with the recommendation of the Board.

C. Senior Management. The Board would promptly engage in an executive search firm for the purpose of undertaking an expedited search for, and recommendations as to, a CEO and certain other executive officers of Alico. The Independent Board proposed that candidates could include affiliates of ABT. Through in-depth screening and interviewing of all candidates presented pursuant to this process, the Independent Board would identify the best qualified persons and make all efforts to hire them on appropriate and customary terms.

D. Counsel and advisors. In the event, the special committee of Independent Directors were to be dissolved, the Independent Directors would still be authorized to retain and compensate any legal, financial or other advisors the Independent Directors deemed necessary or appropriate to assist them in the exercise of their duties as Directors of the Board.

E. Procedural matters. Alico would adopt customary advanced notice By-Laws for Director nominations and shareholder proposals and provisions allowing the Independent Board to require the establishment of a record date in connection with any written consent in lieu of a shareholder's meeting.

16. Notwithstanding extensive discussions at the Alico Board meetings the Independent Directors were unable at that meeting to obtain the Alexanders' agreement to the above-referenced terms.

17. As a matter of fact, the Alexanders tried to push through their ill advised proposal without concern to the wellbeing of Alico and its Shareholders. As a result, The Alexanders as Directors consciously ignored their duties to Alico.

18. Subsequently, the Independent Directors were informed by the Alexanders that upon further consideration, the Alexanders would not agree to any limitations on theirs and ABT's ability to remove and replace directors of the Board at any time and they required ABT be permitted to acquire additional shares of Alico's common stock up to approximately 49.6% of the outstanding common shares.

19. This unyielding position by the Alexanders on the ability to remove or replace Directors and the Alexanders' desire to increase ABT's ownership of is a clear case of the Alexanders exercising undue influence. Furthermore, if the Alexanders got their way, they would be able to exercise even more undue influence on the Independent Directors and Alico.

20. Furthermore, the Independent Directors did not believe the Alexanders and felt that the Alexanders' position called into question the longer viability of the other terms that the Alexanders had expressed their willingness to accept at that time.

21. As Directors of Alico, the Alexanders, negligently, carelessly, and intentionally failed to perform their duties so that funds and assets of the Nominal Defendant corporation Alico were wasted. By these aforementioned actions, Plaintiff Troutman and other similarly situated Shareholders, and the Nominal Defendant corporation Alico suffered great loss.

22. Based upon the foregoing and against the background of the Independent Board members' great concern that Alico was asked to consider by the Alexanders' payment of a special dividend which would disproportionately benefit the Alexanders and the ABT shareholders, the Alexanders' actions including those described above and their unwillingness to accept the crucial terms of the Independent Board members' proposal, caused the mass resignation of the Independent Directors of Alico.

23. Even after this mass resignation, the Alexanders continued to act in bad faith against Alico's best interest and continued to push forward their self-serving agenda. Their actions are so egregious that they can not have been the product of any sound business judgment.

24. As a direct and proximate result of this, Alico suffered over \$1 million worth of damages.

25. Pursuant to *Fla. Stat. 607.07401* the prevailing party in the instant case maybe awarded reasonable expenses for maintaining the proceeding, including reasonable attorney's fees.

26. Any denial by the Alico Board at this time to file a lawsuit against Senator J. D. Alexander and J. R. Alexander would be wrongful.

27. Plaintiff Troutman requests a trial by jury on all issues so triable.

WHEREFORE, Plaintiff, BAXTER G. TROUTMAN, derivatively as a Shareholder of and on behalf of Alico, Inc., a Florida profit corporation, requests:

1. That this Court use its discretion and grant a jury trial.

2. A determination of the losses sustained by the Defendant corporation Alico by reason of the wrongful acts and negligence of the Defendants, J. D. Alexander and J. R. Alexander.

3. That Defendants, J. D. Alexander and J. R. Alexander, be directed to pay to Defendant Alico the sums so found to be due and that judgment be entered against Defendants, J. D. Alexander and J. R. Alexander, in the amount found to be due in favor of Defendant corporation Alico.

4. Plaintiff, BAXTER G. TROUTMAN, derivatively as a Shareholder of and on behalf of Alico, Inc., a Florida profit corporation, be awarded reasonable expenses for maintaining this action, including reasonable attorney's fees and costs.

5. Plaintiff, BAXTER G. TROUTMAN, derivatively as a Shareholder of and on behalf of Alico, Inc., a Florida profit corporation, be granted such other and further relief as may be just.

FROST VAN DEN BOOM
& SMITH, P.A.

114877

Boom

143601

PLAINTIFF

By:/s/ John W. Frost, II
John W. Frost
Florida Bar No.

Peter W. van den

Florida Bar No.

P.O. Box 2188
Bartow, FL 33831-2188
Telephone:863-533-0314
Facsimile:863-533-8985
ATTORNEYS FOR

VERIFICATION TO COMPLAINT

STATE OF FLORIDA)

COUNTY OF POLK)

BEFORE ME, the undersigned authority personally appeared BAXTER G. TROUTMAN, to me known to be the person described in and who executed the foregoing Verified Complaint, and who acknowledge the allegations and statements contained therein are true and of his knowledge and belief.

Troutman

TROUTMAN

/s/ Baxter G.

BAXTER G.

SWORN TO AND SUBSCRIBED before me this 22 day of October, 2008, by BAXTER G. TROUTMAN, who is personally known to me or who produced _____ as identification and who was sworn under oath.

/s/ Stacey Sellers

Notary Public - State of Florida

Florida

Notary Public State of

Stacey Sellers
My Commission

DD651388

Expires 04/13/2011

