

**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): December 22, 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))

Item 5.02 *Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.*

On Monday, December 22, 2008, Phillip S. Dingle announced that he will not stand for re-election for Alico, Inc.'s Board of Directors in February 2009. Mr. Dingle has no disputes with management or the Board and will serve out his current term on the Board of Directors. The Board expects that eight nominees will be proposed by management in the Proxy Statement.

Item 9.01. *Financial Statements and Exhibits.*

- (a) *Financial Statements of Businesses Acquired.*

Not applicable.

- (b) *Pro Forma Financial Information.*

Not applicable.

- (c) *Shell Company Transactions.*

Not applicable.

- (d) *Exhibits.*

The following exhibits are included with this Report:

Exhibit 99.1 Copy of Email dated December 22, 2008, from Phillip S. Dingle to the Registrant.

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: December 22, 2008

By: /s/ Steve Smith
Steve Smith
President and Principal Executive Officer

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EXHIBIT INDEX

Exhibit 99.1 Copy of Email dated December 22, 2008, from Phillip S. Dingle to the Registrant.

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From: Phil Dingle [mailto:Phil@healthedgepartners.com]
Sent: Monday, December 22, 2008 9:27 AM
To: J R Alexander
Cc: gwalker@mail.cox.smu.edu; Shobe, David; Sandie Spangler
Subject: Proxy

Good morning, John:

As we have discussed, I will not be able to stand for re-election to the Board in February. My Fund's day-to-day activities, including serving on the boards of each of our portfolio companies, have dramatically limited the time I am available to serve on the Alico Board. I will, of course at the pleasure of you and the Board, serve on the Company's board through the remainder of my current term.

Many thanks for your friendship and support.

Best,

Phil

Phillip S. Dingle
Managing Partner
HealthEdge Investment Partners, LLC
100 S. Ashley Drive, Suite 650
Tampa, FL 33602
813.490.7100
813.490.7101 direct
813.490.7111 fax
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