

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

| OMB APPROVAL                                   |                   |
|--|-------------------|
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(Print or Type Responses)

|   |  |   |  |   |  |
|---|--|---|--|---|--|
| 1. Name and Address of Reporting Person<br>ALICO HOLDINGS LLC                               |  | 2. Issuer Name and Ticker or Trading Symbol<br>ALICO INC [ALCO]                         |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |
| (Last) (First) (Middle)<br>C/O ENTITY SERVICE GROUP, LLC, 2215-B RENAISSANCE DRIVE, SUITE 5 |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/02/2006                          |  |   |  |
| (Street)<br>LAS VEGAS, NV 89119   |  | 4. If Amendment, Date Original Filed (Month/Day/Year)                                   |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |
| (City) (State) (Zip)  |  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |   |  |

| 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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|------------------|---|--|---|
|  |                                      |  | Code                           | V | Amount  | (A) or (D) Price |   |  |   |
| Alico, Inc. Common Stock, par value \$1.00 per share | 02/02/2006                           |  | P                              |   | 20  | A \$ 44.85       | 3,552,035   | D  |   |
| Alico, Inc. Common Stock, par value \$1.00 per share | 02/02/2006                           |  | P                              |   | 183   | A \$ 44.88       | 3,552,218   | D  |   |
| Alico, Inc. Common Stock, par value \$1.00 per share | 02/02/2006                           |  | P                              |   | 938   | A \$ 44.96       | 3,553,156   | D  |   |
| Alico, Inc. Common Stock, par value \$1.00 per share | 02/02/2006                           |  | P                              |   | 100   | A \$ 44.97       | 3,553,256   | D  |   |
| Alico, Inc. Common Stock, par value \$1.00 per share | 02/02/2006                           |  | P                              |   | 253   | A \$ 45.07       | 3,553,509   | D  |   |
| Alico, Inc. Common Stock, par value \$1.00 per share | 02/02/2006                           |  | P                              |   | 200   | A \$ 45.13       | 3,553,709   | D  |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of | 8. Price of Derivative | 9. Number of Derivative | 10. Ownership | 11. Nature of Indirect |
|------------------------|---------------|---------------------|-------------------------------|----------------|-----------|---|------------------------|------------------------|-------------------------|---------------|------------------------|
|------------------------|---------------|---------------------|-------------------------------|----------------|-----------|---|------------------------|------------------------|-------------------------|---------------|------------------------|

| Security (Instr. 3) | or Exercise Price of Derivative Security | (Month/Day/Year) | any (Month/Day/Year) | Code (Instr. 8) |  |     |     | (Month/Day/Year) |                 | Underlying Securities (Instr. 3 and 4) | Security (Instr. 5) | Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
|---------------------|--|------------------|----------------------|-----------------|--|-----|-----|------------------|-----------------|--|---------------------|--|--|---------------------------------|
|                     |  |                  |                      |                 |  | (A) | (D) | Date Exercisable | Expiration Date |  |                     |  |  |                                 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| ALICO HOLDINGS LLC<br>C/O ENTITY SERVICE GROUP, LLC<br>2215-B RENAISSANCE DRIVE, SUITE 5<br>LAS VEGAS, NV 89119 |               | X         |         |       |

## Signatures

|  |                     |
|--|---------------------|
| Kevin O'Leary, Manager                       | 02/03/2006          |
| <small>Signature of Reporting Person</small> | <small>Date</small> |

## 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.