| Check this box if no  |
|-----------------------|
| longer subject to     |
| Section 16. Form 4 or |
| Form 5 obligations    |
| may continue. See     |
| Instruction 1(b).     |

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

| V | OMB APPROVAL  |                  |  |  |  |  |
|---|---------------|------------------|--|--|--|--|
|   | OMB           | 3235             |  |  |  |  |
|   | Number:       | 0287             |  |  |  |  |
| - | Expires: Nov  | ember 30<br>2011 |  |  |  |  |
|   | Estimated ave |                  |  |  |  |  |
|   | burden hours  | per              |  |  |  |  |
|   | response      | 0.5              |  |  |  |  |

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 Respo  | nses)                                      |   |       |                    |   |   |   |   |  |  |                         |
|---|--|---|-------|--------------------|---|---|---|---|--|--|-------------------------|
| 1. Name and Addres<br>Alexander J. D.   | Symbol                                     | U   |       |                    |   |   |   | 5. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable)<br>X Director 10% Owner   |  |  |                         |
| (Last)<br>1351 N. HIGHLA  | VE (Month/I                                | 3. Date of Earliest Transaction<br>(Month/Day/Year)<br>04/02/2013 |       |                    |   |   | Director give title Other (specify below)<br>below) President & CEO |   |  |  |                         |
| LAKE WALES,   |  |   |       |                    |   |   | A   | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_ Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |  |  |                         |
| (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |   |       |                    |   |   |   | Owned   |  |  |                         |
| 1.Title of Security<br>(Instr. 3)   | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date<br>any<br>(Month/Day/Y)              | e, if | Code<br>(Instr. 8) | ) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5)<br>(A)<br>or |   | D)<br>15)   | 5. Amount of<br>Securities<br>Beneficially Owned<br>Following Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | Beneficial<br>Ownership |
| Alico, Inc.,<br>Common Stock,<br>Par Value \$1.00   | 04/02/2013                                 | 04/02/2013  |       | Code               | V | Amount<br>393   | A   | Price<br>\$<br>43.87  | 9,988  | D  |                         |
| Alico, Inc.,<br>Common Stock,<br>Par Value \$1.00   | 04/02/2013                                 | 04/02/2013  |       | А                  |   | 616   | А   | \$<br>45.69   | 10,604   | D  |                         |

| Reminder: Report on a separate line for each class of securities benefici | ally owned         |                               |          |
|---|--------------------|-------------------------------|----------|
| directly or indirectly.   |                    |                               |          |
|   | Persons who res    | pond to the collection of     | SEC 1474 |
|   | information conta  | ined in this form are not     | (9-02)   |
|   | required to respo  | nd unless the form displays a |          |
|   | currently valid OI | AB control number.            |          |

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

#### (e.g., puts, calls, warrants, options, convertible securities)

|             | (e.g., puis, cans, warrants, options, convertible securities) |                  |                    |             |      |         |                     |                    |        |          |             |                |             |             |
|-------------|---|------------------|--------------------|-------------|------|---------|---------------------|--------------------|--------|----------|-------------|----------------|-------------|-------------|
| 1. Title of | 2.  | 3. Transaction   | 3A. Deemed         | 4.          | 5.   |         | 6. Date Exer        | cisable            | 7. Tit | tle and  | 8. Price of | 9. Number of   | 10.         | 11. Nature  |
| Derivative  | Conversion  | Date             | Execution Date, if | Transaction | Nur  | nber    | and Expirati        | on Date            | Amo    | unt of   | Derivative  | Derivative     | Ownership   | of Indirect |
| Security    | or Exercise   | (Month/Day/Year) | any                | Code        | of   |         | (Month/Day          | /Year)             | Unde   | erlying  | Security    | Securities     | Form of     | Beneficial  |
| (Instr. 3)  | Price of  |                  | (Month/Day/Year)   | (Instr. 8)  | Der  | ivative |                     |                    | Secu   | rities   | (Instr. 5)  | Beneficially   | Derivative  | Ownership   |
|             | Derivative  |                  |                    |             | Sec  | urities |                     |                    | (Inst  | r. 3 and |             | Owned          | Security:   | (Instr. 4)  |
|             | Security  |                  |                    |             | Acq  | uired   |                     |                    | 4)     |          |             | Following      | Direct (D)  |             |
|             |   |                  |                    |             | (A)  | or      |                     |                    |        |          |             | Reported       | or Indirect |             |
|             |   |                  |                    |             | Dis  | posed   |                     |                    |        |          |             | Transaction(s) | (I)         |             |
|             |   |                  |                    |             | of ( | D)      |                     |                    |        |          |             | (Instr. 4)     | (Instr. 4)  |             |
|             |   |                  |                    |             | (Ins | tr. 3,  |                     |                    |        |          |             |                |             |             |
|             |   |                  |                    |             | 4, a | nd 5)   |                     |                    |        |          |             |                |             |             |
|             |   |                  |                    |             |      |         |                     |                    |        | Amount   |             |                |             |             |
|             |   |                  |                    |             |      |         | Data                | Emination          |        | or       |             |                |             |             |
|             |   |                  |                    |             |      |         | Date<br>Exercisable | Expiration<br>Data | Title  | Number   |             |                |             |             |
|             |   |                  |                    |             |      |         | Exercisable         | Date               |        | of       |             |                |             |             |
|             |   |                  |                    | Code V      | (A)  | (D)     |                     |                    |        | Shares   |             |                |             |             |

## **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                 |       |  |  |  |
|--|---------------|-----------|-----------------|-------|--|--|--|
| Reporting Owner Name / Address   | Director      | 10% Owner | Officer         | Other |  |  |  |
| Alexander J. D.<br>1351 N. HIGHLAND PARK DRIVE<br>LAKE WALES, FL 33898 | Х             |           | President & CEO |       |  |  |  |

## Signatures

| JD Alexander | 04/02/2013 |
|--------------|------------|
|              | 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).

#### **Remarks:**

These shares were issued under the 2013 Incentive Equity Plan.

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.