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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL OMB 3235-Number: 0287 Estimated average burden hours per response... 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| (Print or Type Res | • • | * | | × | 1.00 | | | <u> </u> | Deleteration of D | | | |
|--|---------------------------|------------|---|---|------|---|------------------|---------------------------------|---|----------------------------------|--|--|
| 1. Name and Address of Reporting Person – TRAFELET REMY W | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner | | | |
| (Last) (First) (Middle) 410 PARK AVENUE, 17TH FLOOR | | | 3. Date of Earliest Transaction (Month/Day/Year) 01/12/2015 | | | | | | Officer (give titleOther (specify below) below) | | | |
| NEW YORK, N | 4. If Amen Filed(Month | | | Original | | 5. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | |
| (City) | (State) (Zi | ip) | Table I | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ov | | | | | | | | |
| (Instr. 3) Date Execu (Month/Day/Year) any | | any | on Date, if | | | | ed of (D) | Beneficially Owned Following | Direct (D) | Beneficial Ownership | | |
| | | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | or Indirect (I) (Instr. 4) | (Instr. 4) | |
| Alico, Inc., Common Stock, Par Value \$1.00 | 01/12/2015 | 01/12/ | 2015 | Р | | 4,195 | А | \$ 52.2395 | 5 64,376 | I | By Delta Offshore Master II, LTD ⁽¹⁾ | |
| Alico, Inc., Common Stock, Par Value \$1.00 | 01/13/2015 | 01/13/2015 | | Р | | 8,200 | А | \$ 54.5678 | 72,576 | I | By Delta Offshore Master II. LTD <u>(1)</u> | |
| Alico, Inc., Common Stock, Par Value \$1.00 | | | | | | | | | 3,891 | D | | |
| Alico, Inc., Common Stock, Par Value \$1.00 | | | | | | | | | 3,705,457 | I | By 734 Investors LLC ⁽²⁾ | |
| Alico, Inc., Common Stock, Par Value \$1.00 | | | | | | | | | 20,000 | Ι | By George R. Brokaw (<u>3)</u> | |

 Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
 Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

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

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

| 1. Title of | 2. | 3. Transaction | 3A. Deemed | 4. | 5. | | 6. Date Exer | cisable | 7. Tit | le and | 8. Price of | 9. Number of | 10. | 11. Nature |
|-------------|-------------|------------------|--------------------|-------------|-------|--------|---------------|--------------------|--------|---------|-------------|----------------|-------------|-------------|
| Derivative | Conversion | Date | Execution Date, if | Transaction | Nun | 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 | rlying | Security | Securities | Form of | Beneficial |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Deri | vative | | | Secu | rities | (Instr. 5) | Beneficially | Derivative | Ownership |
| | Derivative | | | | Secu | rities | | | (Instr | : 3 and | | Owned | Security: | (Instr. 4) |
| | Security | | | | Acq | uired | | | 4) | | | Following | Direct (D) | |
| | | | | | (A) | or | | | | | | Reported | or Indirect | |
| | | | | | Disp | osed | | | | | | Transaction(s) | (I) | |
| | | | | | of (I |)) | | | | | | (Instr. 4) | (Instr. 4) | |
| | | | | | (Inst | r. 3, | | | | | | | | |
| | | | | | 4, an | d 5) | | | | | | | | |
| | | | | | | | | | | Amount | | | | |
| | | | | | | | Date | Expiration | | or | | | | |
| | | | | | | | Exercisable | Expiration Date | Title | Number | | | | |
| | | | | | | | Excretoisable | Duit | | of | | | | |
| | | | | Code V | (A) | (D) | | | | Shares | | | | |

Reporting Owners

| Demonstring Oppman Name (Address | Relationships | | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | | |
| TRAFELET REMY W 410 PARK AVENUE, 17TH FLOOR NEW YORK, NY 10022 | Х | Х | | | | | | |

Signatures

| Remy W. Trafelet | 01/14/2015 |
|-------------------------------|------------|
| Signature of Reporting Person | 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). On January 12, 2015, Delta Offshore Master II, LTD (the "Fund") purchased 4,195 shares of the Company's Common Stock and on January 13, 2015, the Fund purchased 8,200 shares of the Company's Common Stock. Trafelet Brokaw Capital Management, L.P.
- (1) ("TBCM") serves as investment manager to the Fund and, in such capacity, exercises voting and investment control over securities held for the accounts of the Fund. Trafelet & Company, LLC ("TC") serves as the general partner of TBCM. Mr. Trafelet is the managing member of TC and may be deemed to have indirect beneficial ownership of the shares reported herein. Mr. Trafelet disclaims beneficial ownership for the Company's Common Stock held by the Fund except to the extent of his pecuniary interest therein.
- On November 19, 2013, 734 Investors, LLC purchased 3,705,457 shares of the Company's Common Stock. 734 Agriculture LLC is the (2) managing member of 734 Investors, LLC. Mr. Trafelet and George R. Brokaw are the members of 734 Agriculture, LLC. Mr. Trafelet disclaims beneficial ownership of the Company's Common Stock held by 734 Investors, LLC except to the extent of his pecuniary interest
- therein. George R. Brokaw has entered into an agreement with 734 Investors, LLC to vote his shares as directed by 734 Investors, LLC. As noted
- (3) in foot note 2, 734 Agriculture LLC is the managing member of 734 Investors, LLC and Mr. Trafelet and George R. Brokaw are the members of 734 Agriculture, LLC.

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.