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**

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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 Responses) 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading 1. Name and Address of Reporting Person * Issuer TRAFELET REMY W Symbol (Check all applicable) ALICO INC [alco] Director __X__ 10% Owner ____ Other (specify below) Officer (give title 3. Date of Earliest Transaction C/O TRAFELET BROKAW below) (Month/Day/Year) 03/31/2015 CAPITAL MANAGEMENT,, 410 PARK AVENUE, 17TH FLOOR (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person __Form filed by More than One Reporting Person NEW YORK, NY 10022 (City) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of Security 2. Transaction 2A. Deemed 4. Securities Acquired Amount of 7. Nature (Instr. 3) Date Execution Date, if Transaction (A) or Disposed of (D) Securities Ownership of Indirect (Month/Day/Year) Code (Instr. 3, 4 and 5) Beneficially Owned Form: Beneficial any (Month/Day/Year) (Instr. 8) Following Direct (D) Ownership Reported or Indirect (Instr. 4) (A) Transaction(s) (I) or (Instr. 4) (Instr. 3 and 4) Code (D) Price Amount Alico, Inc., By Delta Common Offshore 03/31/2015 03/31/2015 P 3,364 171,104 Master II Stock, Par 51.0281 Value \$1.00 $LTD^{(1)}$ By Delta Alico, Inc., Offshore Common 04/01/2015 04/01/2015 P 8,064 179,168 Master II. Stock, Par 51.3304 Value \$1.00 $LTD^{(1)}$ Alico, Inc., By 734 Common Investors 3,705,457 Stock, Par $LLC^{(2)}$ Value \$1.00 By Alico, Inc., George Common 20,000 R. Stock, Par **Brokaw** Value \$1.00 (3)By RCF Alico, Inc., 2014 Common 302,305 Legacy Stock, Par Value \$1.00 LLC (4) Alico, Inc., Common 306,196 D Stock, Par Value \$1.00 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)

| - | | (o.g., paid) variation, options, convertible securities) | | | | | | | | | | |
|---|-------------|--|------------------|--------------------|-------------|------------|---------------------|---------------|-------------|----------------|-------------|-------------|
| | 1. Title of | 2. | 3. Transaction | 3A. Deemed | 4. | 5. | 6. Date Exercisable | 7. Title and | 8. Price of | 9. Number of | 10. | 11. Nature |
| | Derivative | Conversion | Date | Execution Date, if | Transaction | Number | and Expiration Date | Amount of | Derivative | Derivative | Ownership | of Indirect |
| | Security | or Exercise | (Month/Day/Year) | any | Code | of | (Month/Day/Year) | Underlying | Security | Securities | Form of | Beneficial |
| | (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | | Securities | (Instr. 5) | Beneficially | Derivative | Ownership |
| | | Derivative | | | | Securities | | (Instr. 3 and | | Owned | Security: | (Instr. 4) |
| | | Security | | | | Acquired | | 4) | | Following | Direct (D) | |
| | | | | | | (A) or | | | | Reported | or Indirect | |
| | | | | | | Disposed | | | | Transaction(s) | (I) | |
| | | | | | | of (D) | | | | (Instr. 4) | (Instr. 4) | |

| | | | | (Instr 4, and | | | | |
|--|--|------|---|------------------|-------------|--------------------|-------|--|
| | | Code | V | (A) | Excreisaoie | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Denouting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|---------|-------|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | |
| TRAFELET REMY W C/O TRAFELET BROKAW CAPITAL MANAGEMENT, 410 PARK AVENUE, 17TH FLOOR NEW YORK, NY 10022 | X | X | | | | |

Signatures

| Remy W. Trafelet | 04/01/2015 |
|---------------------------------|------------|
| **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 March 31, 2015, Delta Offshore Master II, LTD (the "Fund") purchased 3,364 shares of the Company's Common Stock and on April 1, 2015 the Fund purchased 8,064 shares of the Company's Common Stock. Trafelet Brokaw Capital Management, L.P. ("TCBM") serves
- (1) 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 for 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 managing member of 734 Investors, LLC. Mr. Trafelet and George R. Brokaw are 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 footnote 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.
- (4) Mr. Trafelet is the sole beneficiary of a trust, RCF 2014 Legacy LLC. Mr. Trafelet disclaims beneficial ownership of the shares held by such trust except to the extent of his pecuniary interest therein.

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.