

ROSA BRUCE L  
Form 4  
February 27, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ROSA BRUCE L

2. Issuer Name and Ticker or Trading Symbol  
LANCASTER COLONY CORP  
[LANC]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Vice President

(Last) (First) (Middle)  
T. MARZETTI COMPANY, P. O.  
BOX 29163  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/25/2009

COLUMBUS, OH 43229

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |                                   |
| Common Stock                    | 02/25/2009                           |  | A <sup>(1)</sup>               | 300 A \$ 0  | 600   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 47,705  | I  | By Trust                          |
| Common Stock                    |                                      |  |                                |   | 10,298.763 <sup>(2)</sup>   | I  | By ESOP                           |
| Common Stock                    |                                      |  |                                |   | 565.0684 <sup>(3)</sup>   | I  | By 401(k) Plan                    |

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

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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 Security (Instr. 3)          | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Common Stock - Employee Stock Option (Right to Buy) | \$ 41.52   | 02/23/2005                           |  | M                              | 15,000  | 02/23/2005 02/28/2010                                    | Common Stock  | 15,000                     |
| Stock Appreciation Right <sup>(4)</sup>             | \$ 38.31   | 02/27/2008                           |  | A                              | 12,000  | 02/27/2009 02/27/2013                                    | Common Stock  | 12,000                     |
| Stock Appreciation Right <sup>(4)</sup>             | \$ 39.86   | 02/25/2009                           |  | A                              | 12,000  | 02/25/2010 02/25/2014                                    | Common Stock  | 12,000                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| ROSA BRUCE L<br>T. MARZETTI COMPANY<br>P. O. BOX 29163<br>COLUMBUS, OH 43229 |               |           | Vice President |       |

## Signatures

Patricia A. Schnieder, POA for Bruce L.  
Rosa 02/27/2009

\_\_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).
- (1) Restricted Stock awarded Mr. Rosa pursuant to the 2005 Stock Plan. The restricted stock will vest on February 25, 2012. Vesting would accelerate on a change in control, death or disability.
- (2) Reflects ESOP allocations that had occurred as of 6/30/08.
- (3) Shares contributed by Lancaster Colony Corporation as a matching contribution under Lancaster Colony Corporation's 401(k) Plan as of 6/30/08.
- (4) Stock appreciation rights awarded to Mr. Rosa pursuant to the 2005 Stock Plan. The rights vest ratably over a three-year period beginning on the first anniversary of the grant date and can be exercised up to five years from the grant date.

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

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