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OMB APPROVAL

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. _____) *

CALAVO GROWERS, INC.

- - - - -

(Name of Issuer)

COMMON STOCK, \$0.001 PAR VALUE PER SHARE

- - - - -

(Title of Class of Securities)

128246 10 5

- - - - -

(CUSIP Number)

JUNE 11, 2005

- - - - -

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule
is filed:

[] Rule 13d-1(b)
[X] Rule 13d-1(c)
[] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting
person's
initial filing on this form with respect to the subject class of securities,
and
for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 ("Act") or otherwise subject to the liabilities of that section of the
Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

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

CONTROL NUMBER.

SEC 1745 (12-02)

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1.

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

LIMONEIRA COMPANY

77-0260692

2.

CHECK THE APPROPRIATE BOX IF A GROUP*

(a)

(b)

[X]

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE CORPORATION

1,000,000
NUMBER OF

5. SOLE VOTING POWER

SHARES

BENEFICIALLY
OWNED BY

6. SHARED VOTING POWER

N/A

EACH

REPORTING

1,000,000

PERSON WITH:

7. SOLE DISPOSITIVE POWER

8. SHARED DISPOSTIVE POWER

N/A

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,000,000

10.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.9%

12.

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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ITEM 1.

(a) Name of Issuer: CALAVO GROWERS, INC.

(b) Address of Issuer's Principal Executive Offices: 1141 A CUMMINGS
ROAD
93060 SANTA PAULA, CA

ITEM 2.

(a) Name of Person Filing: LIMONEIRA COMPANY

(b) Address of Principal Business Office or, if none, Residence: 1141
CUMMINGS ROAD,
SANTA PAULA, CA 93060

(c) Citizenship: DELAWARE CORPORATION

(d) Title of Class of Securities: COMMON STOCK, \$0.001 PAR VALUA PER
SHARE

(e) CUSIP Number: 128246 10 5

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.SS.240.13d-1(b) OR
240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A: N/A

(a) ☐ Broker or dealer registered under section 15 of the Act (15
U.S.C. 78o).

(b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C.
78c).

(c) ☐ Insurance company as defined in section 3(a)(19) of the Act
(15 U.S.C. 78c).

(d) ☐ Investment company registered under section 8 of the
Investment Company Act of 1940 (15 U.S.C 80a-8).

(e) ☐ An investment adviser in accordance with

ss.240.13d-1(b) (1) (ii) (E);

- (f) [] An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b) (1) (ii) (F);
- (g) [] A parent holding company or control person in accordance with ss. 240.13d-1(b) (1) (ii) (G);
- (h) [] A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) [] A church plan that is excluded from the definition of an investment company under section 3(c) (14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) [] Group, in accordance with ss.240.13d-1(b) (1) (ii) (J).

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ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:
1,000,000

(b) Percent of class: 6.9%

(c) Number of shares as to which the person has:

(d) (i) Sole power to vote or to direct the vote: 1,000,000

(e) (ii) Shared power to vote or to direct the vote: N/A

(f) (iii) Sole power to dispose or to direct the disposition
1,000,000
of:

(g) (iv) Shared power to dispose or to direct the disposition
N/A
of:

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following []. N/A

Instruction: Dissolution of a group requires a response to this item.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON. N/A

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

pursuant to ss.240.13d-1(b):

and By signing below I certify that, to the best of my knowledge
and belief, the securities referred to above were acquired and are
held in the ordinary course of business and were not acquired
(a) are not held for the purpose of or with the effect of changing
or influencing the control of the issuer of the securities and
were not acquired and are not held in connection with or as a
participant in any transaction having that purpose or effect.
[X]

The following certification shall be included if the statement is
filed pursuant to ss.240.13d-1(c):

and By signing below I certify that, to the best of my knowledge
and belief, the securities referred to above were not acquired and
(b) are not held for the purpose of or with the effect of changing
or influencing the control of the issuer of the securities and
were not acquired and are not held in connection with or as a
participant in any transaction having that purpose or effect.
[]

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SIGNATURE

I After reasonable inquiry and to the best of my knowledge and belief,
certify that the information set forth in this statement is true, complete
and correct.

SEPTEMBER 12, 2005

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Date

/s/Don P. Delmatoff

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Signature

Lawrence C. Longo, Chief Financial Officer

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Name/Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties for whom copies are to be sent.

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001)