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	OND ALLKOVAL
	OMB Number: 3235-0145
	Expires: December 31, 2005
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UNITED STATES SECURITIES AND EXCHANGE COI Washington, D.C. 205	
SCHEDULE 13G	
UNDER THE SECURITIES EXCHANGE (AMENDMENT NO.	
CALAVO GROWERS, INC	
(Name of Issuer)	
COMMON STOCK, \$0.001 PAR VA	LUE PER SHARE
(Title of Class of Secur	ities)
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 poschedule is filed:	ursuant to which this
[] Rule 13d-1(b) [X] Rule 13d-1(c) [] Rule 13d-1(d)	
*The remainder of this cover page shall be filled person's initial filing on this form with respect to the specific controls.	-
and for any subsequent amendment containing information 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 th 1934 ("Act") or otherwise subject to the liabilit:	
Act but shall be subject to all other provisions of t Notes).	ne Act (however, see the

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

SEC 1745 (12-02)

- ----------CUSIP No. 128246 10 5 13G Page 2 of 6 Pages -----1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) LIMONEIRA COMPANY 77-0260692 CHECK THE APPROPRIATE BOX IF A GROUP* 2. (a) (b) [X] _ _______ SEC USE ONLY _ _______ CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE CORPORATION 5. SOLE VOTING POWER 1,000,000 NUMBER OF SHARES BENEFICIALLY 6. SHARED VOTING POWER N/A OWNED BY EACH REPORTING 7. SOLE DISPOSITIVE POWER 1,000,000 PERSON WITH: _____ 8. SHARED DISPOSTIVE POWER N/A 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.

12. 	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	CO
CUSIP No Pages	. 128246 10 5 13G	Page 3 of 6
TEM 1.		
(a)	Name of Issuer: CALAVO GROWERS, INC.	
(b)	Address of Issuer's Principal Executive Offices:	1141 A CUMMINGS
93060		SANTA PAULA, CA
ITEM 2.		
(a)	Name of Person Filing: LIMONEIRA COMPANY	
(b) CUMMINGS	Address of Principal Business Office or, if none,	Residence: 1141
OMMINGS	SANTA PAULA, CA 93060	
(c)	Citizenship: DELAWARE CORPORATION	
(d) SHARE	Title of Class of Securities: COMMON STOCK, \$0.00)1 PAR VALUA PER
(e)	CUSIP Number: 128246 10 5	
ITEM 3.	IF THIS STATEMENT IS FILED PURSUANT TO SS.SS.240.1 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILE	
(a)	[] Broker or dealer registered under section 1 U.S.C. 780).	.5 of the Act (15
(b)	[] Bank as defined in section 3(a)(6) of the A	act (15 U.S.C.
	[] Insurance company as defined in section 3(a (15 U.S.C. 78c).	a)(19) of the Act
(d)	[] Investment company registered under section Investment Company Act of 1940 (15 U.S.C 80	
(e)	[] An investment adviser in accordance with	

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.9%

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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1.3G

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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) 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 $$\operatorname{\textsc{of}}:$$
- (g) (iv) Shared power to dispose or to direct the disposition $\ensuremath{\mathrm{N/A}}$ 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,

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,

person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries ${}^{\circ}$

of employee benefit plan, pension fund or endowment fund is not required.

THE REPORTING PERSON IS THE INVESTMENT MANAGER OF (I) 033 GROWTH PARTNERS I, L.P., (II) 033 GROWTH PARTNERS II, L.P., (III) OYSTER POND PARTNERS,

L.P. AND (IV) 033 GROWTH INTERNATIONAL FUND, LTD. (TOGETHER, THE "FUNDS"). THE

FUNDS OWN, IN THE AGGREGATE, BUT NO FUND INDIVIDUALLY OWNS, MORE THAN 5% OF THE

CLASS; HOWEVER, EACH FUND HAS THE RIGHT TO RECEIVE DIVIDENDS FROM, OR THE PROCEEDS FROM THE SALE OF, SUCH SECURITIES.

THE REPORTING PERSON MAY BE DEEMED, FOR PURPOSES OF RULE 13d-3 UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, TO BE THE BENEFICIAL OWNER OF

AN AGGREGATE OF 2,425,728 SHARES, REPRESENTING APPROXIMATELY 8.1% OF THE OUTSTANDING SHARES OWNED BY THE FUNDS (BASED UPON 30,010,019 SHARES OUTSTANDING

AS REPORTED ON THE ISSUER'S LATEST AMENDED ANNUAL REPORT ON FORM 10-K/A FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JANUARY 28, 2005). THE

PERSON DISCLAIMS ANY ECONOMIC INTEREST OR BENEFICIAL OWNERSHIP OF THE SHARES COVERED BY THIS STATEMENT.

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ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE

SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY. N/A

 $\hbox{ If a parent holding company has filed this schedule, pursuant to } \\ \hbox{ Rule}$

13d-1(b) (ii) (G), so indicate under Item 3(g) and attach an exhibit stating the

identity and the Item 3 classification of the relevant subsidiary. If a parent $% \left(1\right) =\left(1\right) +\left(1\right) +\left($

holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP. N/A

If a group has filed this schedule pursuant to 8.240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a

group has filed this schedule pursuant to ss.240.13d-1(c) or ss.240.13d-1(d), attach an exhibit stating the identity of each member of the group.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP. N/A

Notice of dissolution of a group may be furnished as an exhibit stating $% \left(1\right) =\left(1\right) \left(1\right) +\left(1\right) \left(1\right) \left(1\right) +\left(1\right) \left(1\right)$

the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members $\frac{1}{2}$

of the group, in their individual capacity. See Item 5.

ITEM 10. CERTIFICATION

 $\hspace{1.5cm} \hbox{The following certification shall be included if the statement is filed } \\$

pursuant to ss.240.13d-1(b): 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 and (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): 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. [] - ----------13G CUSIP No. 128246 10 5 Page 6 of 6 Pages ____ SIGNATURE After reasonable inquiry and to the best of my knowledge and belief, Т certify that the information set forth in this statement is true, complete and correct. SEPTEMBER 12, 2005 Date

Signature

/s/Don P. Delmatoff

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 $% \left(1\right) =\left(1\right) \left(1\right) +\left(1\right) \left(1\right) \left(1\right) +\left(1\right) \left(1\right)$

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.

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)