

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

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☐ 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**

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

1. Name and Address of Reporting Person* <u>Edwards Harold S</u>  (Last) (First) (Middle) <u>SIXTY ONE WILTON ROAD</u>  (Street) <u>WESTPORT CA 93060</u>  (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Limoneira CO [ LMNR ]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>	
			3. Date of Earliest Transaction (Month/Day/Year) <u>12/23/2016</u>			
			4. If Amendment, Date of Original Filed (Month/Day/Year) <u>12/28/2016</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/23/2016		A		8,045	A	\$0	70,490 <sup>(1)</sup>	D	
Common Stock	12/24/2016		F		1,332	D	\$19.92	69,158 <sup>(1)</sup>	D	
Common Stock	12/26/2016		F		2,041	D	\$19.92	67,117 <sup>(1)</sup>	D	
Common Stock								64,324 <sup>(2)</sup>	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. The original Form 4 filed on December 28, 2016 did not include the prior transfer of 31,700 shares to the Reporting Person's ex-wife since the date of the Reporting Person's last ownership report pursuant to a domestic relations order. The Reporting Person no longer reports as beneficially owned any securities owned by his ex-wife. Column 5 now reflects the amount of securities beneficially owned by the Reporting Person following the transfer to his ex-wife.

2. The original Form 4 filed December 28, 2016 did not include the transfer of 2,793 shares to the Reporting Person's ex-wife prior to such filing pursuant to a domestic relations order. The Reporting Person no longer reports as beneficially owned any securities owned by his ex-wife. Column 5 now reflects the amount of securities beneficially owned by the Reporting Person following the transfer to his ex-wife.

/s/ Harold S. Edwards, by Don  
P. Delmatoff and Joseph D. Romley as attorneys-in-fact 02/07/2017

\*\* Signature of Reporting Person Date

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

\* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.