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May 19, 2010

VIA FAX AND EDGAR

Mr. John Reynolds
U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Beverages, Apparel and Health Care Services
100 F Street, North East
Washington, D.C. 20549-3561

Re: Limoneira Company
Amendment No. 3 to Registration Statement on Form 10
Filed May 4, 2010
File No. 0-53885

Dear Mr. Reynolds:

Thank you for your comments to the revisions to the Limoneira Company (the "Company") Registration Statement on Form 10 proposed in our letter to you dated May 18, 2010. We are counsel to the Company in connection with the Registration Statement on Form 10 and very much appreciate your additional comments. The following is the Company's response to such comments. As previously discussed, after receiving your input regarding the Company's responses, the Company proposes to file an Amendment No. 4 to Registration Statement on Form 10, which will incorporate the Company's responses to your comments. For your ease of reference, we have restated in full below your comments and the Company's responses. Please be advised that the information herein has been obtained from the Company.

Grants of Plan-Based Awards in Fiscal Year 2009, page 51

- We repeat the first sentence of comment two of our April 29, 2010 letter. For example, for Mr. Delmatoff, each of his three grants — two plan grants, one cash and one equity, plus the restricted share grant - should be reported on a separate line in the table. Please revise or explain.***

The Company proposes to revise the grants table to reflect the grants of equity and non-equity plan-based awards made to the named executive officers in the fiscal year ended October 31, 2009 as follows:

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Grants of Plan-Based Awards in Fiscal Year 2009

The following table provides information about grants of equity and non-equity plan-based awards to the named executive officers in the fiscal year ended October 31, 2009:

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards(2)				Estimated Possible Payouts Under Equity Incentive Plan Awards(4)(5)		All Other Stock Awards: Number of Shares of Stock (#)	Grant Date Fair Value of Stock and Option Awards (\$)(6)
		Threshold (\$)	Target (\$)	Maximum (\$)	Award Amount(\$)	Maximum (#)	Award Amount(\$)		
Harold Edwards	---	N/A	N/A	N/A	150,159(3)	---	---	---	---
	12/24/2008(1)	---	---	---	---	47,840	47,840	---	598,478
Don Delmatoff	---	10,750	43,000	215,000	95,976	---	---	---	---
	12/24/2008(1)	---	---	---	---	22,860	22,860	---	285,979
Alex Teague	---	12,500	50,000	250,000	112,500	---	---	---	---
	12/24/2008(1)	---	---	---	---	26,580	26,580	---	332,516
Peter Dinkler	---	5,537	22,148	110,742	48,837	---	---	---	---
	12/24/2008(1)	---	---	---	---	2,210	2,210	---	27,647

- (1) For performance beginning November 1, 2007, ending October 31, 2008. The grant date for each award is the grant date determined for financial reporting purposes pursuant to FASB ASC Topic 718 (f/k/a FAS 123R), which is the date the board of directors approved each award.
- (2) These columns show the potential payments for, and the award amount to, each of our named executive officers under the Management Incentive Plan in fiscal 2009, for fiscal 2008 performance. No other non-equity incentive plan awards were granted in fiscal 2009.
- (3) After the end of each fiscal year, our compensation committee may award Mr. Edwards an annual discretionary cash-based incentive bonus for performance in such fiscal year.
- (4) On December 24, 2008, we granted our named executive officers, 4,784; 2,286; 2,658; and 221 shares, respectively, of restricted shares of our Common Stock under the Stock Grant Performance Bonus Plan at a grant date fair value per share of \$125.10 in respect fiscal 2008 performance. No other grants of equity incentive plan awards were made during fiscal 2009. The number of shares included in the table for each executive officer has been adjusted to reflect the stock split approved by our stockholders on March 23, 2010. The restricted stock vests, ratably, one-third on the date of grant, one-third on the first anniversary of the date of grant and one-third on the second anniversary of the date of grant. Upon termination of employment of any named executive officer, any unvested shares of such terminated officer on the date of his termination revert to the company.
- (5) All such shares, whether vested or unvested, are considered issued and outstanding on the date of grant, and our named executive officers have voting right with respect to, and receive any dividends on, such shares granted to them. Upon termination of employment, any dividends received by the terminated named executive officer on unvested shares are for the benefit of, and are to be repaid by such named executive officer, to the company.

(6) The value of stock awards is the aggregate grant date fair value computed in accordance with FASB ASC Topic 718.

Directors Compensation Table, page 53

2. ***With regard to comment three of our April 29, 2010 letter, the grants table should report all grants whether or not the awards were actually earned by the named executive officer. The first sentence of the second paragraph says, "Mr. Edwards is eligible to receive an annual discretionary cash-based incentive bonus as determined by our compensation committee." This disclosure appears to indicate that a grant was made, even though no incentive compensation was paid. Please revise or explain.***

The Company proposes to revise (i) the first sentence of the second paragraph under "Annual Performance Cash-Based Incentive Bonuses" to state: "After the end of each fiscal year, our compensation committee may award Mr. Edwards an annual discretionary cash-based incentive bonus for performance in such fiscal year," and (ii) the fourth sentence of the same paragraph to state: "Any bonus awarded in respect of a fiscal year is approved and paid in the following fiscal year."

Thank you for your time and attention to Limoneira Company's Registration Statement on Form 10. Should you have any questions concerning the responses to your comments, please do not hesitate to contact me at 1.513.361.1230.

Sincerely,



Stephen C. Mahon

cc: Ms. Janice McGuirk, Division of Corporation Finance
