FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

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* PALAMOUNTAIN MARK						2. Issuer Name and Ticker or Trading Symbol Limoneira CO [LMNR]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (specify					
(Last) (First) (Middle) 1141 CUMMINGS ROAD						3. Date of Earliest Transaction (Month/Day/Year) 12/20/2022								X Officer (give title Other (specify below) CFO and Treasurer					
(Street) SANTA PAULA CA 93060				4. If <i>I</i>	Line)									dual or Joint/Group Filing (Check Applicab Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(Sta		Zip)										<u> </u>						
			I - No	1		_	rities Acq	uired,	Dis	1	-			_					
Date				Date	e E onth/Day/Year) if		2A. Deemed Execution Date, if any (Month/Day/Year)		ction Instr.				Securit Benefic Owned	5. Amount of Securities Beneficially Owned Following Reported		n: Direct r Indirect sstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									v	Amount	(A) (D)	or	Price	Transa	ction(s) 3 and 4)			(111501. 4)	
Common Stock 12/20/2					2022	022		A		15,000(1)) /	4	\$ <mark>0</mark>	60,794		D			
Common Stock 12/20/2					2022	.022		A		16,679(2)) /	4	\$ <mark>0</mark>	70	,473 D		D		
Common Stock 12/20/2					2022	022				6,790(3)	1	4	\$ <mark>0</mark>	84	34,263		D		
		Tal					ties Acqu warrants,							Owne	d				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	if any	emed on Date, (Day/Year)	4. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercis Expiration Dat (Month/Day/Ye		ite	7. Title and Amount of Securities Underlying Derivative Security (Instr 3 and 4)		De Se (Ir	Price of erivative ecurity astr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
					Code	v	(A) (D)	Date Exercis	able	Expiration Date	Title	Amo or Num of Shar	nber						

Explanation of Responses:

- 1. Reflects the granting of long-term incentive restricted stock award pursuant to the Limoneira Company 2022 Omnibus Incentive Plan as approved by the shareholders.
- 2. Reflects the granting of performance restricted stock award pursuant to the Limoneira Company 2022 Omnibus Incentive Plan as approved by the shareholders.
- 3. Reflects the granting of performance bonus restricted stock award pursuant to the Limoneira Company 2022 Omnibus Incentive Plan as approved by the shareholders.

/s/ Mark Palamountain, by

Greg Hamm as attorney-in-

12/22/2022

fact

** 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.