

CALAVO GROWERS INC  
 Form 4  
 March 26, 2010

**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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 COLE LECIL E

2. Issuer Name and Ticker or Trading Symbol  
 CALAVO GROWERS INC  
 [CVGW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1141A CUMMINGS RD.  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/22/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chrmn of Board, CEO, President

SANTA PAULA, CA 93036  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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  | (D)  | Price   |
| Common Stock                    | 03/22/2010                           |  | M                              |   | 1,000   | A  | \$ 9.1  |
|                                 |                                      |  |                                |   |   |  | 1,666,306   |
| Common Stock                    | 03/22/2010                           |  | S                              |   | 1,000   | D  | \$ 18   |
|                                 |                                      |  |                                |   |   |  | 1,665,306   |
| Common Stock                    | 03/23/2010                           |  | M                              |   | 16,000  | A  | \$ 9.1  |
|                                 |                                      |  |                                |   |   |  | 1,681,306   |
| Common Stock                    | 03/23/2010                           |  | S                              |   | 16,000  | D  | \$ 18.0666  |
|                                 |                                      |  |                                |   |   |  | 1,665,306   |

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

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(9-02)

**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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy)                | \$ 9.1   | 03/22/2010                           |  | M                              | 1,000   | <sup>(1)</sup> 08/25/2010                                | Common Stock  | 1,000                         |
| Stock Option (right to buy)                | \$ 9.1   | 03/23/2010                           |  | M                              | 16,000  | <sup>(1)</sup> 08/25/2010                                | Common Stock  | 16,000                        |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| COLE LECIL E<br>1141A CUMMINGS RD.<br>SANTA PAULA, CA 93036 | X             | X         | Chrmn of Board, CEO, President |       |

## Signatures

/s/ Lecil E. Cole                      03/25/2010

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

\* 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).

The stock option vested when the closing price of the common stock of the issuer reached \$11 per share; provided, however, that the (1) option could not vest within one year from the date of grant, which was August 25, 2005. The price of the common stock of the Issuer reached \$11 per share in April 2006. Thus, the stock option of the Reporting Person vested on August 25, 2006.

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

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