

Gingras Leo Gerard
 Form 4/A
 August 01, 2011

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 *
 Gingras Leo Gerard

(Last) (First) (Middle)
 402 WEST 12TH ST.
 (Street)

STUTTGART, AR 72160

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 NUTRACEA [NTRZ]

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/15/2011

4. If Amendment, Date Original Filed(Month/Day/Year)
 07/27/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)

Chief Operations Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474
 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 0.2	07/15/2011	A ⁽³⁾	572,088					<u>(1)</u>	<u>(2)(4)</u>	Common Stock	572,088

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gingras Leo Gerard 402 WEST 12TH ST. STUTTGART, AR 72160			Chief Operations Officer	

Signatures

Leo Gingras
08/01/2011
**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).
- (1) The options shall vest as follows: 1/12th of the options shall vest on the 15th day and the last day of the month for the next six (6) months, July through December 2011. The options shall be fully vested by 12/31/2011.
 CORRECTED EXPIRY: The options shall expire as follows: 54.9% of the options shall expire one year (July 15, 2012) after the Grant Date; 28.6% of the options shall expire two years (July 15, 2013) after the Grant Date; and the final 16.5% shall expire three years (July 15, 2014) after the Grant Date.
- (2) Date; 28.6% of the options shall expire two years (July 15, 2013) after the Grant Date; and the final 16.5% shall expire three years (July 15, 2014) after the Grant Date.
- (3) This is an amended filing.
 INCORRECT EXPIRY: The options shall expire as follows: 40% of the options shall expire one year (July 15, 2012) after the Grant Date; 30% of the options shall expire two years (July 15, 2013) after the Grant Date; and the final 30% shall expire three years (July 15, 2014) after the Grant Date.

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