

MGP INGREDIENTS INC

Form 5

February 17, 2015

FORM 5**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).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
CRAY CLOUD L JR

(Last)

(First)

(Middle)

2. Issuer Name **and** Ticker or Trading
Symbol
MGP INGREDIENTS INC [MGPI]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director☐ 10% Owner☐ Officer (give title
below)☐ Other (specify
below)C/O MGP INGREDIENTS,
INC., 100 COMMERCIAL
STREET

(Street)

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20144. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

ATCHISON, KS 66002

(City)

(State)

(Zip)

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/12/2014	Â	G ⁽¹⁾	7,000 D \$ 0	239,538	I	by Revocable Trust
Common Stock	12/15/2014	Â	G ⁽¹⁾	7,500 D \$ 0	232,038	I	by Revocable Trust
Common Stock	12/16/2014	Â	G ⁽¹⁾	1,000 D \$ 0	231,038	I	by Revocable

Common Stock	Â	Â	Â	Â	Â	Â	347,874	I	Trust by CC and SJC Family Foundation
Common Stock	Â	Â	Â	Â	Â	Â	75,353 ⁽²⁾	I	by ESPP
Common Stock	Â	Â	Â	Â	Â	Â	72,000	I	Trust 1
Common Stock	Â	Â	Â	Â	Â	Â	28,594	D	Â

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

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SEC 2270
(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. Price of Derivative Security (Instr. 5)	9. of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRAY CLOUD L JR C/O MGP INGREDIENTS, INC. 100 COMMERCIAL STREET ATCHISON, KS 66002	Â X	Â	Â	Â

Signatures

Lori Norlen, Attorney-in-Fact for Cloud L. Cray, Jr. 02/17/2015

__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 gift reported was made to family members from the Reporting Person's revocable trust.

(2) This reflects an additional 959 shares presented to the ESPP in 2014.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.