LANCASTER COLONY CORP
Form 10-K
August 29, 2012
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

Form 10-K

(Mark One)

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended June 30, 2012

or

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from to

Commission file number 000-04065

Lancaster Colony Corporation

(Exact name of registrant as specified in its charter)

Ohio	**13-1955943**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
37 West Broad Street	
Columbus, Ohio	**43215**
(Address of principal executive offices)	**(Zip Code)**

614-224-7141

(Registrant s telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Name of each exchange on which registered**
Common Stock, without par value	NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes x No ¨

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. x

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one.)

Large accelerated filer x	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Act). Yes ¨ No x

The aggregate market value of Common Stock held by non-affiliates on December 31, 2011 was approximately $1,275,242,000, based on the closing price of these shares on that day.

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As of August 17, 2012, there were approximately 27,287,000 shares of Common Stock, without par value, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant s definitive proxy statement to be filed for its November 2012 Annual Meeting of Shareholders are incorporated by reference into Part III of this Annual Report on Form 10-K.

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LANCASTER COLONY CORPORATION AND SUBSIDIARIES

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PART I

Item 1. ***Business***

GENERAL

Lancaster Colony Corporation, an Ohio corporation, is a diversified manufacturer and marketer of consumer products. We focus primarily on specialty foods for the retail and foodservice markets. We also manufacture and market candles for the food, drug and mass markets. Although not material to our consolidated operations, we are also engaged in the distribution of various products, including glassware and candles, to commercial markets. In recent years, our strategy has shifted away from operating businesses in a variety of industries towards emphasizing the growth and success we have achieved in specialty foods. We began our operations in 1961 as a Delaware corporation. In 1992, we reincorporated as an Ohio corporation. Our principal executive offices are located at 37 West Broad Street, Columbus, Ohio 43215 and our telephone number is 614-224-7141.

As used in this Annual Report on Form 10-K and except as the context otherwise may require, the terms we, us, our, registrant, or the Compa mean Lancaster Colony Corporation and its consolidated subsidiaries, except where it is clear that the term only means the parent company. Unless otherwise noted, references to year pertain to our fiscal year which ends on June 30; for example, 2012 refers to fiscal 2012, which is the period from July 1, 2011 to June 30, 2012.

Available Information

Our Internet web site address is http://www.lancastercolony.com. Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 are available through our web site as soon as reasonably practicable after such material is electronically filed with, or furnished to, the Securities and Exchange Commission. The information contained on our web site or connected to it is not incorporated into this Annual Report on Form 10-K.

DESCRIPTION OF AND FINANCIAL INFORMATION ABOUT BUSINESS SEGMENTS

We operate in two business segments Specialty Foods and Glassware and Candles with the sales of these segments accounting for approximately 87% and 13%, respectively, of consolidated net sales for the year ended June 30, 2012. The financial information relating to business segments for the three years ended June 30, 2012, 2011 and 2010 is included in Note 13 to the consolidated financial statements, which is included in Part II, Item 8 of this Annual Report on Form 10-K. Further description of each business segment within which we operate is provided below.

Specialty Foods Segment

The food products our Specialty Foods segment manufactures and sells include: salad dressings and sauces marketed under the brand names Marzetti, T. Marzetti, Cardini s, Pfeiffer, Simply Dressed and Girard s ; fruit glazes, vegetable dips and fruit dips marketed under the bra T. Marzetti ; Greek yogurt vegetable dips marketed under the brand name Otria ; frozen breads marketed under the brand names New York BRAND and Mamma Bella ; frozen Parkerhouse style yeast dinner rolls and sweet rolls, as well as biscuits, marketed under the brand names Sister Schubert s, Marshall s and Mary B s ; premium dry egg noodles marketed under the brand names Inn Maid and Amish Kitchen ; froz specialty noodles and pastas marketed under the brand names Reames and Aunt Vi s ; croutons and related products marketed under the brand names New York BRAND, Texas Toast, Chatham Village, Cardini s and T. Marzetti and caviar marketed under the brand name Romanof portion of our sales in this segment relates to products sold under private label to retailers, distributors and restaurants primarily in the United States. Additionally, a portion of our sales relates to frozen specialty noodles and pastas sold to industrial customers for use as ingredients in their products.

The dressings, sauces, croutons, fruit glazes, vegetable dips, fruit dips, frozen breads and yeast rolls are sold primarily through sales personnel, food brokers and distributors throughout the United States. Sales are made to retail, club stores and foodservice markets. We have strong placement of products in U.S. grocery

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produce departments through our refrigerated salad dressings, vegetable and fruit dips, and croutons. Within the frozen aisles of grocery retailers, we also have prominent market positions of frozen yeast rolls, as well as garlic breads. Products we sell in the foodservice markets are often custom-formulated and include salad dressings, sandwich and dipping sauces, frozen breads and yeast rolls. Similar to our retail efforts, we utilize our research and development resources to accommodate a strong desire for new and differentiated products among our foodservice users. The dry egg noodles, frozen specialty noodles and pasta are sold through sales personnel, food brokers and distributors to retail, foodservice and industrial markets.

Sales attributable to one customer comprised approximately 16%, 16% and 17% of this segment s total net sales in 2012, 2011 and 2010, respectively. No other customer accounted for more than 10% of this segment s total net sales during these years. Although we believe we have the leading market share in several product categories, all of the markets in which we sell food products are highly competitive in the areas of price, quality and customer service.

Our strong retail brands and product development capabilities continue to be a source of future growth for this segment. In foodservice markets, we attempt to expand existing customer relationships and pursue new opportunities by leveraging our culinary skills and experience to support the development of new menu offerings. Acquisitions are also a component of our future growth plans, with a focus on fit and value.

A significant portion of this segment s product lines is manufactured at our 14 food plants located throughout the United States. However, certain items are also manufactured and packaged by third parties located in the United States, Canada and Europe.

Efficient and cost-effective production remains a key focus of the Specialty Foods segment. In 2010, we consolidated most of the operations of our dressings and sauces manufacturing operation located in Wilson, New York into other existing plants, outsourced certain requirements and exited less profitable dressing lines to achieve greater efficiency in our Specialty Foods segment. Beyond this segment s ongoing initiatives for cost savings and operational improvements, in recent years we completed the construction of two new production facilities in Horse Cave, Kentucky. Our salad dressing plant provided us with incremental capacity enabling us to achieve operating efficiencies at both the new and existing dressing plant locations. Our frozen yeast rolls plant, which was significantly expanded in 2011, helped to satisfy increased customer demand and improved operating efficiencies.

The operations of this segment are not affected to any material extent by seasonal fluctuations, although sales of frozen retail products tend to be most pronounced in the fiscal second quarter. We do not utilize any franchises or concessions in this business segment. The trademarks that we utilize are significant to the overall success of this segment. The patents and licenses under which we operate, however, are not essential to the overall success of this segment.

Glassware and Candles Segment

We sell candles, candle accessories, and other home fragrance products in a variety of sizes, forms and fragrances in retail markets to mass merchants, supermarkets, drug stores and specialty shops under the Candle-lite brand name. A significant portion of our candle business is marketed under private label. While much less significant, we also sell candles, glassware and various other products to customers in certain commercial markets, including restaurants, hotels, hospitals and schools.

All the markets in which we sell candle products are highly competitive in the areas of design, price, quality and customer service. In 2012, two customers, each with sales greater than 10% of total segment net sales, accounted for approximately 63% of this segment s total net sales. Sales attributable to one customer comprised approximately 58% and 61% of this segment s total net sales in 2011 and 2010, respectively. No other customer accounted for more than 10% of this segment s total net sales during these years.

Seasonal retail stocking patterns cause certain products in this segment to experience increased sales in the first half of the fiscal year. We do not use any franchises or concessions in this segment. The patents and licenses under which we operate are not essential to the overall success of this segment. Certain trademarks are important, however, to this segment s marketing efforts.

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NET SALES BY CLASS OF PRODUCTS

The following table sets forth business segment information with respect to the percentage of net sales contributed by each class of similar products that account for at least 10% of our consolidated net sales in any year from 2010 through 2012:

	2012	2011	2010
Specialty Foods Segment:			
Non-frozen	**55%**	53%	52%
Frozen	**32%**	32%	33%
Glassware and Candles Segment:			
Consumer table and giftware	**12%**	15%	15%

Net sales attributable to Wal-Mart Stores, Inc. (Wal-Mart) totaled approximately 21%, 22% and 23% of consolidated net sales for 2012, 2011 and 2010, respectively.

RESEARCH AND DEVELOPMENT

The estimated amount spent during each of the last three years on research and development activities determined in accordance with generally accepted accounting principles was less than 1% of net sales.

BACKLOG

The nature of our backlog varies by segment. Orders in our Specialty Foods segment are generally filled in three to seven days following the receipt of the order. In our Glassware and Candles segment, certain orders are received in a highly seasonal manner for which the timing can materially impact the amount of the backlog we have at any point in time without being an indication of longer-term sales. Due to these variables, we do not view the amount of backlog at any particular point in time as a meaningful indicator of longer-term shipments.

ENVIRONMENTAL MATTERS

Certain of our operations are subject to various Federal, state and local environmental protection laws. Based upon available information, compliance with these laws and regulations is not expected to have a material effect upon the level of capital expenditures, earnings or our competitive position for 2013.

EMPLOYEES AND LABOR RELATIONS

As of June 30, 2012, we had approximately 3,100 employees. Approximately 19% of these employees are represented under various collective bargaining agreements. A collective bargaining agreement within our Specialty Foods segment will expire in fiscal year 2013. Our other collective bargaining agreements will expire in fiscal year 2014. While we believe that labor relations with unionized employees are good, a prolonged labor dispute could have a material effect on our business and results of operations.

FOREIGN OPERATIONS AND EXPORT SALES

Foreign operations and export sales have not been significant in the past and are not expected to be significant in the future based upon existing operations.

RAW MATERIALS

During 2012, we obtained adequate supplies of raw materials for all of our segments. We rely on a variety of raw materials for the day-to-day production of our products, including soybean oil, certain dairy-related products, flour, glass, fragrances and colorant agents, paraffin and other waxes and plastic and paper packaging materials.

We purchase the majority of these materials on the open market to meet current requirements, but we also have some fixed-price contracts with terms generally less than one year. See further discussion in our contractual obligations disclosure in Management s Discussion and Analysis of Financial Condition and

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Results of Operations. Although the availability of certain of these materials has become more influenced by the level of global demand, we anticipate that future sources of supply will generally be adequate for our needs.

Item 1A. ***Risk Factors***

An investment in our common stock is subject to certain risks inherent in our business. The material risks and uncertainties that we believe could or do affect us are described below. Before making an investment decision, you should carefully consider the risks and uncertainties described below, together with all of the other information included or incorporated by reference in this Annual Report on Form 10-K.

If any of the following risks occur, our financial condition and results of operations could be materially and adversely affected. If this were to happen, the value of our common stock could decline significantly.

Competitive conditions within our markets could impact our sales volumes and operating margins.

Competition within all of our markets is intense and is expected to remain so. Numerous competitors exist, many of which are larger than us in size. Global production overcapacity has also had an impact on operations within our Glassware and Candles segment. These competitive conditions could lead to significant downward pressure on the prices of our products, which could have a material adverse effect on our sales and profitability.

Competitive considerations in the various product categories in which we sell are numerous and include price, product innovation, product quality, brand recognition and loyalty, effectiveness of marketing, promotional activity and the ability to identify and satisfy consumer preferences. In order to protect existing market share or capture increased market share among our retail channels, we may decide to increase our spending on marketing, advertising and new product innovation. The success of marketing, advertising and new product innovation is subject to risks, including uncertainties about trade and consumer acceptance. As a result, any increased expenditures we make may not maintain or enhance market share and could result in lower profitability.

Wal-Mart is our largest customer and the loss of, or a significant reduction in, its business could cause our sales and net income to decrease.

Our net sales to Wal-Mart represented approximately 21% of consolidated net sales for the year ended June 30, 2012. We believe that our relationship with Wal-Mart is good, but we cannot assure that we will be able to maintain this relationship. In addition, changes in Wal-Mart s general business model, such as reducing branded products or devoting more shelf space to private label products, could affect the profitability of our business with Wal-Mart even if we maintain a good relationship. The loss of, or a significant reduction in, this business could have a material adverse effect on our sales and profitability. Unfavorable changes in Wal-Mart s financial condition or other disruptions to Wal-Mart, such as decreased consumer demand, could also have a material adverse effect on our business and results of operations.

Increases in the costs or limitations to the availability of raw materials we use to produce our products could adversely affect our business by increasing our costs to produce goods.

We purchase a majority of our key raw materials on the open market. Our ability to avoid the adverse effects of a pronounced, sustained price increase in our raw materials is limited. However, we try to limit our exposure to price fluctuations for raw materials by occasionally entering into longer-term, fixed-price contracts for certain raw materials. Our principal raw-material needs include soybean oil, various dairy-related products, flour, paper and plastic packaging materials and wax. We have observed increased volatility in the costs of many of these raw materials in recent years. From 2007 through the first half of 2009, and again in 2011 and 2012, commodity markets for grain-based products, on which our food products depend, including dairy, soybean oil and flour products, rose significantly and were unusually volatile due to market concerns over grain-based fuel sources and worldwide demand. Further, fluctuating petroleum prices have impacted our costs of wax and inbound freight on all purchased materials.

Disruptions in availability and increased prices of raw materials could have a material adverse effect on our business and results of operations. The increase in the costs of raw materials used in our Specialty Foods

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segment during 2007 to 2009 and 2011 through 2012 had an adverse impact on our operating income. We took measures to offset the impact of these higher costs, including the implementation of higher pricing. However, there is no assurance that we will not experience further increases in the costs of raw materials, and uncertainty exists as to our ability to implement offsetting measures. Such further increases, as well as an inability to effectively implement additional measures to offset higher costs, could have a material adverse effect on our business and results of operations.

A disruption of production at certain manufacturing facilities could result in an inability to provide adequate levels of customer service.

Because we source certain products from single manufacturing sites, it is possible that we could experience a production disruption that results in a reduction or elimination of the availability of some of our products. Should we not be able to obtain alternate production capability in a timely manner, a negative impact on our operations could result, including the potential for long-term loss of product placement with various customers.

Manufacturing capacity constraints may have a material adverse effect on us.

Our current manufacturing facilities may be inadequate to meet significantly increased demand for some of our food products. Our ability to increase our manufacturing capacity depends on many factors, including the availability of capital, steadily increasing consumer demand, tool delivery, construction lead-times, installation and qualification.

A lack of sufficient manufacturing capacity to meet demand could cause our customer order times to increase and our product quality to decrease, which may negatively affect customer demand for our products and customer relations generally, and which could have a material adverse effect on us. In addition, operating our facilities at or near capacity may also negatively affect relations with our employees, which could result in higher employee turnover, labor disputes, and disruptions in our operations.

We may be subject to product recalls or other claims for mislabeled, adulterated, contaminated, defective or spoiled food products or consumer products.

Our operations could be impacted by both genuine and fictitious claims regarding our products, our competitors products and our suppliers products. Under adverse circumstances, we may need to recall some of our products if they are, or have the potential to be, mislabeled, adulterated, contaminated, or contain a defect. Any of these circumstances could necessitate a recall due to a substantial product hazard, a need to change a product s labeling or out of an abundance of caution to avoid any potential product hazards. In March 2010, we instituted a recall of our salad dressing and dip products as a result of a recall by an ingredient supplier. A pervasive product recall may have an adverse effect on our results of operations due to the costs of a recall or the related legal claims, the destruction of product inventory, lost sales due to the unavailability of product for a period of time or a loss of goodwill. In addition, we may also be liable if any of our products causes bodily injury.

Any claim or product recall could stem from or result in noncompliance with regulations of the Food and Drug Administration, the U.S. Consumer Product Safety Commission or state law. Such an action could force us to stop selling our products and create significant adverse publicity that could harm our credibility and decrease market acceptance of our products.

If we are required to defend against a product liability or other claim, whether or not we are found liable under the claim, we could incur substantial costs, our reputation could suffer and our customers might substantially reduce their existing or future orders from us.

In addition, either a significant product recall or a product liability claim involving a competitor s products or products in markets related to those in which we compete could result in a loss of consumer confidence in our products or our markets generally and could have a material impact on consumer demand, which could have an adverse effect on our business results and the value of our brands.

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Increases in energy-related costs could negatively affect our business by increasing our costs to produce goods.

We are subject to volatility in energy-related costs that affect the cost of producing our products. This is true in both our Glassware and Candles segment, in which we use large amounts of wax, and in our Specialty Foods segment, in which we utilize petroleum-derived packaging materials. Increases in these types of costs could have a material adverse effect on our business and results of operations.

The availability and cost of transportation for our products is vital to our success, and the loss of availability or increase in the cost of transportation could have an unfavorable impact on our business and results of operations.

Our ability to obtain adequate and reasonably priced methods of transportation to distribute our products is a key factor to our success. Our Specialty Foods segment requires the use of refrigerated trailers to ship a substantial portion of its products. Delays in transportation, especially in our Specialty Foods segment, where orders are generally filled in three to seven days following the receipt of the order, could have a material adverse effect on our business and results of operations. Further, high fuel costs also negatively impact our financial results. We are often required to pay fuel surcharges to third-party transporters of our products due to high fuel costs. These fuel surcharges can be substantial and would increase our cost of goods sold. If we were unable to pass those high costs to our customers in the form of price increases, those high costs could have a material adverse effect on our business and results of operations.

Our inability to successfully renegotiate union contracts and any prolonged work stoppages or other business disruptions could have an adverse effect on our business and results of operations.

We believe that our labor relations with unionized employees are good, but our inability to negotiate the renewal of these contracts could have a material adverse effect on our business and results of operations. Any prolonged work stoppages could also have an adverse effect on our results of operations.

We are also subject to risks of other business disruptions associated with our dependence on our production facilities and our distribution systems. Natural disasters, terrorist activity or other events could interrupt our production or distribution and have a material adverse effect on our business and results of operations, including the potential for long-term loss of product placement with various customers.

There is no certainty regarding the amount of any future CDSOA distributions.

The Continued Dumping and Subsidy Offset Act of 2000 (CDSOA) provides for the distribution of monies collected by U.S. Customs from anti-dumping cases to qualifying domestic producers. Our reported CDSOA receipts totaled approximately $2.7 million, $14.4 million and $0.9 million in 2012, 2011 and 2010, respectively. CDSOA remittances have related to certain candles being imported from the People s Republic of China.

CDSOA provisions for remittances apply only to duties collected on products imported prior to October 2007. Accordingly, we may receive some level of annual distributions for an undetermined period of years in the future as the monies collected that relate to entries filed prior to October 2007 are administratively finalized by U.S. Customs. Without further legislative action, we expect these distributions will eventually cease.

Cases have been brought in U.S. courts challenging certain aspects of CDSOA. In two separate cases, the U.S. Court of International Trade (CIT) ruled that the procedure for determining recipients eligible to receive CDSOA distributions is unconstitutional. The U.S. Court of Appeals for the Federal Circuit reversed both CIT decisions and the U.S. Supreme Court did not hear either case. This allowed the appellate court decisions to stand, but other legal challenges to CDSOA are still pending.

We are unable to determine, at this time, what the ultimate outcome of other litigation will be, and it is possible that further legal action, potential additional changes in the law and other factors could affect the amount of funds available for distribution, including funds relating to entries prior to October 2007. Accordingly, we cannot predict the amount of future distributions, if any, we may receive. Any change in CDSOA distributions could affect our earnings and cash flow.

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Restructuring and impairment charges could have a material adverse effect on our financial results.

We did not record any restructuring and impairment charges for the years ended June 30, 2012 and 2011, but we did record such charges totaling approximately $2.5 million in 2010. Likewise, future events may occur that could adversely affect the reported value of our assets and require impairment charges. Such events may include, but are not limited to, strategic decisions made in response to changes in economic and competitive conditions, the impact of the economic environment on our customer base, or a material adverse change in our relationship with significant customers.

We may not be able to successfully consummate proposed acquisitions or divestitures or integrate acquired businesses.

From time to time, we evaluate acquiring other businesses that would strategically fit within our various operations. If we are unable to consummate, successfully integrate and grow these acquisitions and to realize contemplated revenue growth, synergies and cost savings, our financial results could be adversely affected. In addition, we may, from time to time, divest businesses that are less of a strategic fit within our portfolio or do not meet our growth or profitability targets. As a result, our profitability may be impacted by either gains or losses on the sales of those businesses or lost operating income or cash flows from those businesses.

We may also not be able to divest businesses that are not core businesses or may not be able to do so on terms that are favorable to us. Further, a buyer s inability to fulfill contractual obligations that were assigned as part of a business divestiture, including those relating to customer contracts, could lead to future financial loss on our part. In addition, we may be required to incur asset impairment or restructuring charges related to acquired or divested businesses, which may reduce our profitability and cash flows. These potential acquisitions or divestitures present financial, managerial and operational challenges, including diversion of management attention from existing businesses, difficulty with integrating or separating personnel and financial and other systems, increased expenses, assumption of unknown liabilities, indemnities and potential disputes with the buyers or sellers.

A future increase in our indebtedness could adversely affect our profitability and operational flexibility.

Although we do not have any outstanding debt at this time, we may incur indebtedness for a variety of reasons, including acquisitions or potential changes in capitalization that might require significant cash expenditures. A consequence of such indebtedness could be a reduction in the level of our profitability due to higher interest expense. Depending on the future extent and availability of our borrowings, we could also become more vulnerable to economic downturns, require curtailment of cash dividends or share repurchases, reduce or delay beneficial expansion or investment plans, or otherwise be unable to meet our obligations when due. For more information regarding our debt, see the Liquidity and Capital Resources section in Item 7 of this Annual Report on Form 10-K.

We are subject to Federal, state and local government regulations that could adversely affect our business and results of operations.

Certain of our business operations are subject to regulation by various Federal, state and local government entities and agencies. As a producer of food products for human consumption, our operations are subject to stringent production, packaging, quality, labeling and distribution standards, including regulations mandated by the Federal Food, Drug and Cosmetic Act. We cannot predict if future regulation by various Federal, state and local governmental entities and agencies would adversely affect our business and results of operations.

In addition, our business operations and the past and present ownership and operation of our properties are subject to extensive and changing Federal, state and local environmental laws and regulations pertaining to the discharge of materials into the environment, the handling and disposition of wastes (including solid and hazardous wastes) or otherwise relating to protection of the environment. We cannot assure that environmental issues relating to presently known matters or identified sites or to other matters or sites will not require additional, currently unanticipated investigation, assessment or expenditures.

Increased government regulations to limit carbon dioxide and other greenhouse gas emissions as a result of concern over climate change may result in increased compliance costs, capital expenditures and other

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financial obligations for us. We use natural gas, diesel fuel, and electricity in the manufacture and distribution of our products. Legislation or regulations affecting these inputs could affect our profitability. In addition, climate change legislation or regulations could affect our ability to procure needed commodities at costs and in quantities we currently experience and may require us to make additional unplanned expenditures.

We rely on the value of our brands, and the costs of maintaining and enhancing the awareness of our brands are increasing, which could have an adverse impact on our sales and profitability.

We rely on the success of our well-recognized brand names. If we are not successful in maintaining our brand recognition, this could have a material adverse effect on our business and results of operations. We intend to continue to devote resources to advertising, marketing and other brand-building efforts. The costs of maintaining our brands are increasing, and these increased costs could have a material adverse impact on our financial results.

We rely on the performance of major retailers, wholesalers, food brokers, distributors, foodservice customers and mass merchants for the success of our business, and should they perform poorly or give higher priority to other brands or products, our business could be adversely affected.

We sell our products principally to retail outlets and wholesale distributors, including traditional supermarkets, mass merchants, warehouse clubs, wholesalers, foodservice distributors and direct accounts, specialty food distributors, nonfood outlets such as drug store chains and dollar stores. The replacement by or poor performance of our major wholesalers, retailers or chains, or our foodservice customers, or our inability to collect accounts receivable from our customers, could have a material adverse effect on our results of operations and financial condition.

In addition, many of our customers offer branded and private label products that compete directly with our products for retail shelf space and consumer purchases. Accordingly, there is a risk that these customers may give higher priority or promotional support to their own products or to the products of our competitors or discontinue the use of our products in favor of their own products or other competing products. If we are not successful in maintaining our retail shelf space or priority with these customers, this could have a material adverse effect on our business and results of operations.

Inherent risks associated with our idle real property, such as our inability to sell it in a reasonable time period, could have an adverse effect on our business and results of operations.

As a result of recent strategic alternative activities, we currently hold various parcels of real property that are not currently used in our operations. These facilities had a total net book value at June 30, 2012 of approximately $2.2 million. In addition, we may make further specific determinations in the future with respect to additional facilities or sell other operations while retaining the associated real property. These determinations could be announced at any time. Possible adverse consequences resulting from or related to these properties may include various accounting charges, disposition costs related to the potential sale of a property, costs associated with leasing obligations, and other normal or attendant risks and uncertainties associated with holding, leasing or selling real property.

Although most of our properties have been subjected to periodic environmental assessments, these assessments may be limited in scope and may not include or identify all potential environmental liabilities or risks associated with any particular property. We cannot be certain that our environmental assessments have identified all potential environmental liabilities or that we will not incur material environmental liabilities in the future. If we do incur or discover any material environmental liabilities or potential environmental liabilities in the future, we may face significant remediation costs and find it difficult to sell or lease any affected properties.

In addition, it may take months and possibly longer to sell these properties at a suitable price. The real estate market is affected by many factors, such as general economic conditions, availability of financing, interest rates and other factors, including supply and demand, that are beyond our control. We cannot predict whether we will be able to sell a property for the price or on the terms set by us or whether any price or other terms offered by a prospective purchaser would be acceptable to us. We cannot predict the length of time

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needed to find a willing purchaser and to close the sale of any property. If we are unable to sell a property when we determine to do so, it could have an adverse effect on our cash flow and results of operations.

The loss of the services of one or more members of our senior management team could have a material adverse effect on our business, financial condition and results of operations.

Our operations and prospects depend in large part on the performance of our senior management team, several of which are long-serving employees with significant knowledge of our business model and operations. Should we not be able to find qualified replacements for any of these individuals if their services were no longer available, our ability to manage our operations or successfully execute our business strategy may be materially and adversely affected.

Mr. Gerlach, our Chief Executive Officer and Chairman of our board of directors, has a significant ownership interest in our Company.

As of June 30, 2012, Mr. Gerlach owned or controlled approximately 30% of the outstanding shares of our common stock. Accordingly, Mr. Gerlach has significant influence on all matters submitted to a vote of the holders of our common stock, including the election of directors. Mr. Gerlach s voting power also may have the effect of discouraging transactions involving an actual or a potential change of control of our Company, regardless of whether a premium is offered over then-current market prices.

The interests of Mr. Gerlach may conflict with the interests of other holders of our common stock.

Anti-takeover provisions could make it more difficult for a third party to acquire us.

Certain provisions of our charter documents, including provisions limiting the ability of shareholders to raise matters at a meeting of shareholders without giving advance notice and provisions classifying our Board of Directors, may make it more difficult for a third party to acquire us or influence our Board of Directors. This may have the effect of delaying or preventing changes of control or management, which could have an adverse effect on the market price of our stock.

Additionally, Ohio corporate law contains certain provisions that could have the effect of delaying or preventing a change of control. The Ohio Control Share Acquisition Act found in Chapter 1701 of the Ohio Revised Code provides that certain notice and informational filings and a special shareholder meeting and voting procedures must be followed prior to consummation of a proposed control share acquisition, as defined in the Ohio Revised Code. Assuming compliance with the prescribed notice and information filings, a proposed control share acquisition may be accomplished only if, at a special meeting of shareholders, the acquisition is approved by both a majority of the voting power represented at the meeting and a majority of the voting power remaining after excluding the combined voting power of the interested shares, as defined in the Ohio Revised Code. The Interested Shareholder Transactions Act found in Chapter 1704 of the Ohio Revised Code generally prohibits certain transactions, including mergers, majority share acquisitions and certain other control transactions, with an interested shareholder, as defined in the Ohio Revised Code, for a three-year period after becoming an interested shareholder, unless our Board of Directors approved the initial acquisition. After the three-year waiting period, such a transaction may require additional approvals under this Act, including approval by two-thirds of our voting shares and a majority of our voting shares not owned by the interested shareholder. The application of these provisions of the Ohio Revised Code, or any similar anti-takeover law adopted in Ohio, could have the effect of delaying or preventing a change of control, which could have an adverse effect on the market price of our stock.

Also, our Board of Directors has the authority to issue up to 1,150,000 shares of Class B Voting Preferred Stock and 1,150,000 shares of Class C Nonvoting Preferred Stock and to determine the price, rights, preferences, privileges and restrictions of those shares without any further vote or action by the shareholders. The rights of the holders of our common stock may be subject to, and may be adversely affected by, the rights of the holders of any Class B Voting Preferred Stock and Class C Nonvoting Preferred Stock that may be issued in the future. The Company could use these rights to put in place a shareholder rights plan, or poison pill, that could be used in connection with a bid or proposal of acquisition for an

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inadequate price.

Disruptions in the financial markets may adversely affect our ability to access capital in the future.

We may need financing in the future to conduct our operations, expand our business, or refinance future indebtedness. Disruptions in global financial markets and banking systems may make credit and capital markets more difficult for companies to access, even for some companies with established revolving or other credit facilities. Any sustained weakness in the general economic conditions and/or financial markets in the U.S. or globally could adversely affect our ability to raise capital on favorable terms or at all.

From time to time, we may rely on access to financial markets as a source of liquidity for working capital requirements, acquisitions, and general corporate purposes. Our access to funds under our revolving credit facility is dependent on the ability of the financial institutions that are parties to that facility to meet their funding commitments. The obligations of the financial institutions under our revolving credit facility are several and not joint and, as a result, a funding default by one or more institutions does not need to be made up by the others.

Long-term volatility and disruptions in the capital and credit markets as a result of uncertainty, changing or increased regulation of financial institutions, reduced alternatives, or failure of significant financial institutions could adversely affect our access to the liquidity that may be needed for our businesses in the longer term. Such disruptions could require us to take measures to conserve cash until the markets stabilize or until alternative credit arrangements or other funding for our business needs can be arranged. Disruptions in the capital and credit markets could result in higher interest rates on publicly issued debt securities and increased costs under credit facilities. Continuation of these disruptions could increase interest rates and the cost of capital and could adversely affect our results of operations and financial position.

Technology failures could disrupt our operations and negatively impact our business.

We increasingly rely on information technology systems to process, transmit, and store electronic information. For example, our sales group and our production and distribution facilities utilize information technology to increase efficiencies and limit costs. Furthermore, a significant portion of the communications between our personnel, customers, and suppliers depends on information technology. Like other companies, our information technology systems may be vulnerable to a variety of interruptions due to events beyond our control, including, but not limited to, natural disasters, terrorist attacks, telecommunications failures, computer viruses, hackers, cyber-based attacks, and other security issues. If we are unable to adequately protect against these vulnerabilities, our operations could be disrupted or we may suffer financial damage or loss because of lost or misappropriated information.

Item 1B. ***Unresolved Staff Comments***

None.

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Item 2. ***Properties***

We use approximately 2.7 million square feet of space for our operations. Of this space, approximately 0.5 million square feet are leased.

The following table summarizes our locations that in total exceed 75,000 square feet of space (including aggregation of multiple facilities) and that are considered our principal manufacturing and warehousing operations:

Location	Principal Products Involved	Terms of Occupancy
Specialty Foods Segment:		
Altoona, IA (1)	Frozen pasta	Owned/Leased
Bedford Heights, OH (1)	Frozen breads	Owned/Leased
Columbus, OH (1)	Sauces, dressings, dips, distribution of frozen foods	Owned/Leased
Grove City, OH	Distribution of non-frozen foods	Owned
Horse Cave, KY	Sauces, dressings, dips, frozen rolls	Owned
Luverne, AL	Frozen rolls	Owned
Milpitas, CA (2)	Sauces and dressings	Owned/Leased
Glassware and Candles Segment:		
Leesburg, OH	Candles	Owned
Jackson, OH	Glassware and other miscellaneous	Owned

(1) Part leased for term expiring in calendar year 2014
(2) Part leased for term expiring in calendar year 2015

As a result of our past strategic alternative activities, we also hold various parcels of real property that we do not currently use in our operations. The related facilities contain in excess of 700,000 square feet.

Item 3. ***Legal Proceedings***

We currently are a party to various legal proceedings. While we believe that the ultimate outcome of these various proceedings, individually and in the aggregate, will not have a material adverse effect on our financial position or future results of operations, litigation is always subject to inherent uncertainties, and unfavorable rulings could occur. An unfavorable ruling could include monetary damages or an injunction prohibiting us from manufacturing or selling one or more products or could lead to us altering the manner in which we manufacture or sell one or more products, which could have a material impact on net income for the period in which the ruling occurs and future periods.

Item 4. ***Mine Safety Disclosures***

Not applicable.

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PART II

Item 5. ***Market for Registrant s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***

Our common stock trades on The NASDAQ Global Select Market under the symbol LANC. The following table sets forth the high and low prices for Lancaster Colony Corporation common shares and the dividends paid for each quarter of 2012 and 2011. Stock prices were provided by The NASDAQ Stock Market LLC.

	Stock Prices		Dividends Paid Per Share
	High	Low	
2012			
First quarter	**$ 64.15**	**$ 53.60**	**$ .33**
Second quarter	**$ 72.04**	**$ 59.00**	**.36**
Third quarter	**$ 71.58**	**$ 63.27**	**.36**
Fourth quarter	**$ 72.42**	**$ 62.68**	**.36**
Year			**$ 1.41**
2011			
First quarter	$ 54.99	$ 43.28	$ .30
Second quarter	$ 58.59	$ 46.95	.33
Third quarter	$ 60.80	$ 51.96	.33
Fourth quarter	$ 64.72	$ 56.53	.33
Year			$ 1.29

The number of shareholders of record as of August 17, 2012 was approximately 9,400. The highest and lowest prices for our common stock from July 1, 2012 to August 17, 2012 were $72.72 and $67.90.

We have paid dividends for 196 consecutive quarters. Future dividends will depend on our earnings, financial condition and other factors.

Issuer Purchases of Equity Securities

Our Board of Directors (Board) approved a share repurchase authorization of 2,000,000 shares in November 2010. Approximately 1,476,000 shares from this authorization remained authorized for future purchase at June 30, 2012. In the fourth quarter, we did not repurchase any of our common stock:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans	Maximum Number of Shares That May Yet be Purchased Under the Plans
April 1-30, 2012		$		1,476,123
May 1-31, 2012		$		1,476,123
June 1-30, 2012		$		1,476,123
Total		$		1,476,123

This share repurchase authorization does not have a stated expiration date.

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PERFORMANCE GRAPH

COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL SHAREHOLDER RETURN

OF LANCASTER COLONY CORPORATION, THE S&P MIDCAP 400 INDEX

AND THE DOW JONES U.S. FOOD PRODUCERS INDEX

The graph set forth below compares the five-year cumulative total return from investing $100 on June 30, 2007 in each of our Common Stock, the S&P Midcap 400 Index and the Dow Jones U.S. Food Producers Index. It is assumed that all dividends are reinvested.

Cumulative Total Return (Dollars)

	6/07	6/08	6/09	6/10	6/11	6/12
Lancaster Colony Corporation	100.00	74.49	111.73	138.35	161.54	193.26
S&P Midcap 400	100.00	92.66	66.70	83.32	116.14	113.43
Dow Jones U.S. Food Producers	100.00	90.89	76.53	83.00	112.29	117.21

There can be no assurance that our stock performance will continue into the future with the same or similar trends depicted in the above graph.

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Item 6. ***Selected Financial Data***

LANCASTER COLONY CORPORATION AND SUBSIDIARIES

FIVE YEAR FINANCIAL SUMMARY

(Thousands Except Per Share Figures)	Years Ended June 30				
	2012	2011	2010	2009	2008
Operations					
Net Sales(1)	**$ 1,131,359**	$ 1,089,946	$ 1,056,608	$ 1,051,491	$ 980,915
Gross Margin(1)	**$ 240,111**	$ 242,429	$ 270,332	$ 215,492	$ 157,341
Percent of Net Sales	**21.2%**	22.2%	25.6%	20.5%	16.0%
Interest Expense	**$**	$	$	$ (1,217)	$ (3,076)
Percent of Net Sales	**0.0%**	0.0%	0.0%	0.1%	0.3%
Other Income Continued Dumping and Subsidy Offset Act	**$ 2,701**	$ 14,388	$ 893	$ 8,696	$ 2,533
Income from Continuing Operations Before Income Taxes(1)	**$ 146,031**	$ 161,506	$ 175,138	$ 137,006	$ 75,668
Percent of Net Sales	**12.9%**	14.8%	16.6%	13.0%	7.7%
Taxes Based on Income(1)	**$ 50,223**	$ 55,142	$ 60,169	$ 47,920	$ 27,229
Income from Continuing Operations(1)	**$ 95,808**	$ 106,364	$ 114,969	$ 89,086	$ 48,439
Percent of Net Sales	**8.5%**	9.8%	10.9%	8.5%	4.9%
Continuing Operations Diluted Income per Common Share(1)(2)	**$ 3.51**	$ 3.84	$ 4.07	$ 3.17	$ 1.64
Cash Dividends per Common Share	**$ 1.41**	$ 1.29	$ 1.185	$ 1.135	$ 1.11
Financial Position					
Cash and Equivalents(1)	**$ 191,636**	$ 132,266	$ 100,890	$ 38,484	$ 19,417
Total Assets	**$ 682,635**	$ 622,089	$ 586,453	$ 498,481	$ 520,178
Working Capital	**$ 319,068**	$ 257,040	$ 239,446	$ 148,233	$ 144,925
Property, Plant and Equipment Net(1)	**$ 184,130**	$ 185,282	$ 166,097	$ 170,900	$ 179,573
Long-Term Debt	**$**	$	$	$	$ 55,000
Property Additions(1)	**$ 16,347**	$ 35,343	$ 12,833	$ 11,336	$ 16,832
Depreciation and Amortization(1)	**$ 20,266**	$ 18,940	$ 20,533	$ 21,870	$ 24,138
Shareholders Equity	**$ 564,267**	$ 517,539	$ 484,908	$ 402,556	$ 359,218
Per Common Share	**$ 20.68**	$ 18.90	$ 17.21	$ 14.32	$ 12.63
Weighted Average Common Shares Outstanding Diluted(2)	**27,265**	27,689	28,174	28,044	29,496

(1) 2008 amounts exclude the impact of certain discontinued automotive operations sold in that fiscal year.

(2) Certain prior-year figures were restated in 2010 to reflect the adoption of the provisions of a Financial Accounting Standards Board (FASB) Staff Position (FSP) on the FASB s Emerging Issues Task Force (EITF) Issue No. 03-06-1, Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities.

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Item 7. ***Management s Discussion and Analysis of Financial Condition and Results of Operations***

Our fiscal year begins on July 1 and ends on June 30. Unless otherwise noted, references to year pertain to our fiscal year; for example, 2012 refers to fiscal 2012, which is the period from July 1, 2011 to June 30, 2012.

The following discussion should be read in conjunction with the Selected Financial Data and our consolidated financial statements and the notes thereto, all included elsewhere in this Annual Report on Form 10-K. The forward-looking statements in this section and other parts of this report involve risks and uncertainties including statements regarding our plans, objectives, goals, strategies, and financial performance. Our actual results could differ materially from the results anticipated in these forward-looking statements as a result of factors set forth under the caption Forward-Looking Statements.

OVERVIEW

Business Overview

Lancaster Colony Corporation is a diversified manufacturer and marketer of consumer products focusing primarily on specialty foods for the retail and foodservice markets. We also manufacture and market candles for the food, drug and mass markets. Although not material to our consolidated operations, we are also engaged in the distribution of various products, including glassware and candles, to commercial markets. Our operations are organized in two reportable segments: Specialty Foods and Glassware and Candles. The sales of each segment are predominately domestic.

In recent years, our strategy has shifted away from operating businesses in a variety of industries towards emphasizing the growth and success we have achieved in our Specialty Foods segment. In 2012, approximately 87% of our consolidated net sales and effectively all of our operating income were derived from the Specialty Foods segment. For perspective, in 2002, our Specialty Foods segment comprised approximately 51% and 85% of our reported consolidated net sales and operating income, respectively.

We intend to periodically reassess the strategic fit and contribution of our remaining nonfood operations in light of market conditions, capital needs and other factors. Our current strategy focuses our efforts on the most profitable part of our business and minimizes the amount of financial and management resources devoted to our nonfood operations.

We view our food operations as having the potential to achieve future growth in sales and profitability due to attributes such as:

- leading retail market positions in several branded products with a high-quality perception;
- a broad customer base in both retail and foodservice accounts;
- well-regarded culinary expertise among foodservice accounts;
- recognized leadership in foodservice product development;
- experience in integrating complementary business acquisitions; and
- historically strong cash flow generation that supports growth opportunities.

Our goal is to grow our specialty foods retail and foodservice business over time by:

leveraging the strength of our retail brands to increase current product sales and introduce new products;

growing our foodservice sales through the strength of our reputation in product development and quality; and

pursuing acquisitions that meet our strategic criteria.

Within retail markets, our Specialty Foods segment utilizes numerous branded products to support growth and maintain market competitiveness. We place great emphasis on our product innovation and development efforts so as to enhance growth by providing distinctive new products meeting the evolving needs and preferences of consumers.

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Our foodservice sales primarily consist of products sold to restaurant chains. Over the long-term, we have experienced broad-based growth in our foodservice sales, as we build on our strong reputation for product development and quality.

We expect that part of our future growth in the Specialty Foods segment will result from acquisitions. We continue to review potential acquisitions that we believe will provide good complements to our existing product lines, enhance our gross margins or offer good expansion opportunities in a manner that fits our overall goals.

As has occasionally been required to support future growth opportunities, we have historically made substantial capital investments to support our existing food operations, such as the construction of a new frozen yeast roll facility in Horse Cave, Kentucky that began operations in 2008 and was significantly expanded through a project that was completed in June 2011. This facility has helped accommodate potential future sales growth and also provided greater manufacturing efficiencies. Based on our current plans and expectations, we believe that our total capital expenditures for 2013 will be approximately $22 million.

Summary of 2012 Results

Consolidated net sales reached approximately $1,131 million during 2012, increasing by approximately 4% as compared to prior-year net sales of $1,090 million, driven by growth coming from our Specialty Foods segment, as partially offset by a decline in Glassware and Candles segment sales. The Specialty Foods segment s increase reflected higher retail and foodservice sales. The decrease in sales of the Glassware and Candles segment primarily reflected lower candle volumes.

Gross margin decreased 1% to approximately $240.1 million from the prior-year comparable total of $242.4 million. Comparatively higher raw-material costs, as well as a less favorable sales mix and higher freight costs within the Specialty Foods segment, contributed to the lower gross margin.

Overall results were also affected by the funds received under CDSOA. In 2012, we received approximately $2.7 million under CDSOA, as compared to approximately $14.4 million in 2011 and approximately $0.9 million in 2010. For a more-detailed discussion of CDSOA, see the subcaption Other Income Continued Dumping and Subsidy Offset Act of this Management s Discussion and Analysis of Financial Condition and Results of Operations (MD&A).

Net income totaled approximately $95.8 million in 2012, or $3.51 per diluted share, compared to net income of $106.4 million, or $3.84 per diluted share, in 2011. Net income in 2010 totaled approximately $115.0 million, or $4.07 per diluted share.

Looking Forward

Factors that will affect our future performance include the impact of several recently-introduced retail food products, as well as the expansion of existing product lines with current customers or into new geographic markets. We will also continue to review acquisition opportunities within the Specialty Foods segment that are consistent with our growth strategy and represent good value or otherwise provide significant strategic benefits. However, unsettled economic conditions affecting consumer and retailer buying patterns, as well as recent drought conditions adversely affecting domestic crop yields, are among the many influences that may impact our ability to improve sales and operating margins in the coming year.

Within our Specialty Foods segment, we anticipate that our overall material input costs should begin the year somewhat below the comparable 2012 levels. It is possible that future changes in the economy and regulatory environment could cause increases in these costs. To help offset or stabilize the impact of such increases, we have historically pursued various pricing actions and operational strategies that we believe will aid our future results. For example, as part of our cost reduction efforts, we consolidated our Wilson, New York and Atlanta, Georgia production operations into our other existing facilities in the second quarter of 2010 and early 2009, respectively. Further, the 2011 expansion of our frozen roll capacity has improved, and is expected to further improve, production throughput. We are also continuing to limit some of our exposure to volatile swings in food commodity costs through a structured purchasing program for certain future requirements.

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With respect to our Glassware and Candles segment, in 2012 we experienced lower sales levels, especially for holiday products, as some lower-margin business was not retained. Looking forward to 2013 influences, we expect growth in our seasonal sales and higher production levels.

For a more-detailed discussion of the effect of commodity costs, see the Impact of Inflation section of this MD&A below.

In order to ensure that our capitalization is adequate to support our future internal growth prospects, acquire food businesses consistent with our strategic goals, and maintain cash returns to our shareholders through cash dividends and share repurchases, we will need to maintain sufficient flexibility in our future capital structure. We will continue to reassess our allocation of capital periodically to ensure that we maintain adequate operating flexibility while providing appropriate levels of cash returns to our shareholders, whether through share repurchases or cash dividends, including special dividends, if appropriate.

REVIEW OF CONSOLIDATED OPERATIONS

Segment Sales Mix

The relative proportion of sales contributed by each of our business segments can impact a year-to-year comparison of the consolidated statements of income. The following table summarizes the sales mix over each of the last three years:

	2012	2011	2010
Segment Sales Mix:			
Specialty Foods	**87%**	85%	85%
Glassware and Candles	**13%**	15%	15%

Net Sales and Gross Margin

	Year Ended June 30			**Change**			
(Dollars in thousands)	**2012**	2011	2010	**2012 vs. 2011**		2011 vs. 2010	
Net Sales							
Specialty Foods	**$ 988,937**	$ 922,856	$ 893,256	**$ 66,081**	**7%**	$ 29,600	3%
Glassware and Candles	**142,422**	167,090	163,352	**(24,668)**	**(15)%**	3,738	2%
Total	**$ 1,131,359**	$ 1,089,946	$ 1,056,608	**$ 41,413**	**4%**	$ 33,338	3%
Gross Margin	**$ 240,111**	$ 242,429	$ 270,332	**$ (2,318)**	**(1)%**	$ (27,903)	(10)%
Gross Margin as a Percentage of Net Sales	**21.2%**	22.2%	25.6%				

Consolidated net sales for the year ended June 30, 2012 increased by approximately 4% to approximately $1,131 million from the prior-year total of approximately $1,090 million. In 2012, increased sales within the Specialty Foods segment were partially offset by lower sales within the Glassware and Candles segment. The Specialty Foods segment s increase reflected higher retail and foodservice sales. Higher pricing totaled approximately 4% of segment net sales for 2012. Retail sales also reflected the incremental benefit from some recently introduced food products. The segment s foodservice sales also increased on expanded volumes associated with programs among existing customers. The decrease in sales of the Glassware and Candles segment primarily reflected lower candle volumes. In 2012, we exited certain lower-margin business, including some seasonal candle programs. Higher pricing helped to offset some of these declines. Consolidated net sales for the year ended June 30, 2011 increased by approximately 3% over the 2010 total of approximately $1,057 million, which reflected growth in both operating segments. The Specialty Foods segment s increase reflected higher foodservice sales, which were partially offset by lower retail sales. The foodservice sales increase resulted from both higher pricing and new programs with some large restaurant chains. The decline in retail sales was influenced by the exiting of less profitable dressing lines midway through 2010, the loss of product placement for certain produce dips at one customer and generally weak retail market conditions. The increase in sales of the Glassware and Candles segment primarily reflected higher candle volumes from product placement into new accounts that began in the fourth quarter of 2010.

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Our gross margin as a percentage of net sales was approximately 21.2% in 2012 compared with 22.2% in 2011 and 25.6% in 2010. Gross margin percentages in the Specialty Foods segment declined in 2012, reflecting a somewhat less favorable sales mix, as well as comparatively higher costs for a wide variety of raw materials (especially for soybean oil and flour) and freight, as partially offset by higher pricing. In the Glassware and Candles segment, gross margin percentages improved slightly primarily due to the impact of higher pricing and an improved sales mix. These factors were somewhat mitigated by higher wax costs, lower sales and reduced production levels. For 2011, as a percentage of net sales, higher material costs were estimated to have impacted gross margin comparisons by approximately 3%. In the Specialty Foods segment, gross margin percentages declined in 2011, reflecting broadly-higher ingredient and freight costs and a less favorable sales mix. Gross margin percentages in the Glassware and Candles segment declined in 2011 due to higher wax costs and, to a lesser extent, lower production volumes.

Selling, General and Administrative Expenses

	Year Ended June 30			Change			
(Dollars in thousands)	**2012**	2011	2010	**2012 vs. 2011**		2011 vs. 2010	
Selling, General and Administrative Expenses	**$ 96,824**	$ 95,425	$ 93,821	**$ 1,399**	**1%**	$ 1,604	2%
SG&A Expense as a Percentage of Net Sales	**8.6%**	8.8%	8.9%				

Selling, general and administrative expenses for 2012 totaled approximately $96.8 million and increased 1% as compared with the 2011 total of $95.4 million, which had increased 2% from the 2010 total of $93.8 million. The 2012 increase was influenced by the higher levels of food sales. For 2011, higher sales-based expenses, increased compensation expense and greater consumer-directed marketing costs contributed to the overall increase, although as a percentage of net sales the 2011 expenses were comparable to 2010.

Restructuring and Impairment Charges

In 2010, we closed our dressings and sauces manufacturing operation located in Wilson, New York. During 2010, we recorded restructuring charges of approximately $2.3 million ($1.5 million after taxes) within the Specialty Foods segment. This closure was essentially complete at December 31, 2009. We do not expect any other costs or cash expenditures related to this closure.

Operating Income

	Year Ended June 30			Change			
(Dollars in thousands)	**2012**	2011	2010	**2012 vs. 2011**		2011 vs. 2010	
Operating Income							
Specialty Foods	**$ 151,479**	$ 155,218	$ 176,194	**$ (3,739)**	**(2)%**	$ (20,976)	(12)%
Glassware and Candles	**2,105**	3,764	9,445	**(1,659)**	**(44)%**	(5,681)	(60)%
Corporate Expenses	**(10,297)**	(11,978)	(11,440)	**1,681**	**(14)%**	(538)	5%
Total	**$ 143,287**	$ 147,004	$ 174,199	**$ (3,717)**	**(3)%**	$ (27,195)	(16)%
Operating Income as a Percentage of Net Sales							
Specialty Foods	**15.3%**	16.8%	19.7%				
Glassware and Candles	**1.5%**	2.3%	5.8%				
Consolidated	**12.7%**	13.5%	16.5%				

Due to the factors discussed above, consolidated operating income for 2012 totaled approximately $143.3 million, a 3% decrease from 2011 operating income of $147.0 million. The 2011 total had decreased 16% from 2010 operating income totaling approximately $174.2 million. See further discussion of operating results by segment following the discussion of Net Income below.

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Other Income Continued Dumping and Subsidy Offset Act

CDSOA provides for the distribution of monies collected by U.S. Customs from anti-dumping cases to qualifying domestic producers. Our reported CDSOA receipts totaled approximately $2.7 million, $14.4 million and $0.9 million in 2012, 2011 and 2010, respectively. CDSOA remittances have related to certain candles being imported from the People s Republic of China.

CDSOA provisions for remittances apply only to duties collected on products imported prior to October 2007. Accordingly, we may receive some level of annual distributions for an undetermined period of years in the future as the monies collected that relate to entries filed prior to October 2007 are administratively finalized by U.S. Customs. Without further legislative action, we expect these distributions will eventually cease.

Cases have been brought in U.S. courts challenging certain aspects of CDSOA. In two separate cases, the U.S. Court of International Trade (CIT) ruled that the procedure for determining recipients eligible to receive CDSOA distributions is unconstitutional. The U.S. Court of Appeals for the Federal Circuit reversed both CIT decisions and the U.S. Supreme Court did not hear either case. This allowed the appellate court decisions to stand, but other legal challenges to CDSOA are still pending.

We are unable to determine, at this time, what the ultimate outcome of other litigation will be, and it is possible that further legal action, potential additional changes in the law and other factors could affect the amount of funds available for distribution, including funds relating to entries prior to October 2007. Accordingly, we cannot predict the amount of future distributions, if any, we may receive. Any change in CDSOA distributions could affect our earnings and cash flow.

Interest Income and Other Net

Interest income and other was income of less than $0.1 million, approximately $0.1 million and less than $0.1 million in 2012, 2011 and 2010, respectively.

Income Before Income Taxes

As affected by the factors discussed above, our income before income taxes for 2012 of approximately $146.0 million decreased 10% from the 2011 total of $161.5 million. The 2010 total income before income taxes was approximately $175.1 million. Our effective tax rate was 34.4%, 34.1% and 34.4% in 2012, 2011 and 2010, respectively.

Net Income

Net income for 2012 of approximately $95.8 million decreased from 2011 net income of $106.4 million. Net income was approximately $115.0 million in 2010. Diluted net income per share totaled approximately $3.51 in 2012, a 9% decrease from the prior-year total of $3.84. The latter amount was 6% lower than 2010 diluted earnings per share of $4.07. Income per share in each of the last three years has been beneficially affected by share repurchases, which have totaled approximately $55.8 million over the three-year period ended June 30, 2012.

SEGMENT REVIEW SPECIALTY FOODS

During 2012, net sales of the Specialty Foods segment set a new record level, surpassing the previous record set in 2011. Net sales for 2012 totaled approximately $988.9 million, an increase from the 2011 total of $922.9 million. Sales for 2011 increased 3% from the 2010 total of approximately $893.3 million. Operating income of approximately $151.5 million decreased 2% from the 2011 level of $155.2 million. Comparatively higher costs for raw materials and freight were primarily responsible for the lower level of operating income. The percentage of retail customer sales within the segment was approximately 52% during 2012 and 2011, compared to 53% in 2010.

In 2012, net sales of the Specialty Foods segment increased approximately 7%. Higher product pricing totaled approximately 4% of segment net sales. The retail sales increase of over 5% also reflected the incremental benefit from some recently introduced food products. The segment s foodservice sales increased approximately 9% on expanded volumes associated with programs among existing customers. In 2011, net sales of the Specialty Foods segment increased by approximately 3%. Contribution from higher pricing was

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approximately 1% of net sales. The segment s foodservice net sales rose approximately 9% in 2011 on increased volumes, particularly from new programs with existing large chain restaurants, and higher pricing. Retail net sales declined approximately 1% in 2011 as influenced by the prior year rationalization of some product lines associated with the mid-year 2010 closing of one of our dressing facilities. Also, sales of produce dips declined, reflecting a weaker category and the loss of placement for certain products at one of our customers. Mitigating these 2011 declines were increased retail sales of frozen rolls and the success of several recently-introduced products.

Operating income of the Specialty Foods segment in 2012 totaled approximately $151.5 million, a 2% decrease from the 2011 level of $155.2 million. The 2011 level decreased 12% from the 2010 record level of $176.2 million. The 2012 decrease reflected a somewhat less favorable sales mix, as well as comparatively higher costs for a wide variety of raw materials (especially for soybean oil and flour) and freight, as partially offset by higher pricing. We estimate that higher material costs in 2012 adversely affected comparative results by approximately 5% of segment net sales. The 2011 decrease reflected broadly higher ingredient and freight costs, a less favorable sales mix and increased marketing costs. We estimate that higher material costs in 2011 adversely affected the segment s comparative results by approximately 3% of net sales.

SEGMENT REVIEW GLASSWARE AND CANDLES

Glassware and Candles segment net sales totaled approximately $142.4 million during 2012, as compared to $167.1 million in 2011 and $163.4 million in 2010. The 2012 decrease primarily reflected lower candle volumes. In 2012, we exited certain lower-margin business, including some seasonal candle programs. Higher pricing helped to offset some of the 2012 volume declines. The 2011 increase reflected higher candle sales volumes, mainly product placement into new accounts that began in the fourth quarter of 2010.

The segment recorded operating income of approximately $2.1 million in 2012, $3.8 million in 2011 and $9.4 million in 2010. The 2012 decrease reflected higher wax costs, lower sales and reduced production levels. These factors were somewhat mitigated by modestly higher pricing and an improved sales mix. In 2011, despite the benefits of achieving higher sales volumes, operating results were adversely affected by higher wax costs and, to a lesser extent, lower production volumes. We estimate that higher wax costs in the Glassware and Candles segment adversely affected the segment s comparative results in 2012 by over 1% of net sales, and by approximately 5% of 2011 net sales compared to 2010.

CORPORATE EXPENSES

The 2012 corporate expenses totaled approximately $10.3 million as compared to $12.0 million in 2011 and $11.4 million in 2010. The 2012 decrease reflected lower expenses related to real estate available for sale. The increase in expenses in 2011 from 2010 related to increased professional fees and personnel related costs.

FINANCIAL CONDITION

Liquidity and Capital Resources

In order to ensure that our capitalization is adequate to support our future internal growth prospects, acquire food businesses consistent with our strategic goals, and maintain cash returns to our shareholders through cash dividends and share repurchases, we will need to maintain sufficient flexibility in our future capital structure. Our balance sheet retained fundamental financial strength during 2012, and we ended the year with approximately $191.6 million in cash and equivalents, along with shareholders equity of approximately $564 million and no debt.

Under our unsecured revolving credit facility, we may borrow up to a maximum of $120 million at any one time. Loans may be used for general corporate purposes. We had no borrowings outstanding under this facility at June 30, 2012. At June 30, 2012, we had approximately $6.2 million of standby letters of credit outstanding, which reduced the amount available for borrowing on the unsecured revolving credit facility. The facility expires in April 2017, and all outstanding amounts are then due and payable. Interest is variable based upon formulas tied to LIBOR or an alternative base rate defined in the credit agreement, at our option. We must also pay facility fees that are tied to our then-applicable consolidated leverage ratio. Based on the

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long-term nature of this facility, when we have outstanding borrowings under this facility, we will classify the outstanding balance as long-term debt.

The facility contains certain restrictive covenants, including limitations on indebtedness, asset sales and acquisitions, and financial covenants relating to interest coverage and leverage. At June 30, 2012, we were in compliance with all applicable provisions and covenants of the facility, and we exceeded the requirements of the financial covenants by substantial margins.

We currently expect to remain in compliance with the facility s covenants for the foreseeable future. A default under the facility could accelerate the repayment of any outstanding indebtedness and limit our access to additional credit available under the facility. Such an event could require curtailment of cash dividends or share repurchases, reduce or delay beneficial expansion or investment plans, or otherwise impact our ability to meet our obligations when due. At June 30, 2012, we were not aware of any event that would constitute a default under the facility.

We believe that internally generated funds and our existing balances in cash and equivalents, in addition to our currently available bank credit arrangements, should be adequate to meet our foreseeable cash requirements. If we were to borrow outside of our credit facility under current market terms, our average interest rate may increase significantly and have an adverse effect on our results of operations.

For additional information regarding our credit facility, see Note 4 to the consolidated financial statements.

Cash Flows

	Year Ended June 30			Change			
(Dollars in thousands)	**2012**	2011	2010	**2012 vs. 2011**		2011 vs. 2010	
Provided by Operating Activities	**$ 122,447**	$ 147,454	$ 107,691	**$ (25,007)**	**(17)%**	$ 39,763	37%
Used in Investing Activities	**$ (16,599)**	$ (35,758)	$ (14,100)	**$ 19,159**	**54%**	$ (21,658)	(154)%
Used in Financing Activities	**$ (46,478)**	$ (80,320)	$ (31,185)	**$ 33,842**	**42%**	$ (49,135)	(158)%

Our cash flows for the years 2010 through 2012 are presented in the Consolidated Statements of Cash Flows. Cash flow generated from operations remains the primary source of financing for our internal growth. Cash provided by operating activities in 2012 totaled approximately $122.4 million, a decrease of 17% as compared with the prior-year total of $147.5 million, which increased from the 2010 total of $107.7 million. The 2012 decrease in cash provided by operating activities reflected relative changes in working capital, particularly accounts receivable, as well as lower net income. The 2011 increase reflected favorable changes in working capital, especially within accounts receivable, inventory and other current assets, as partially offset by the decrease in net income. Most notably, consolidated inventories declined approximately $10 million in 2011, despite broadly higher material costs, due to a reduced need for building seasonal inventories.

Cash used in investing activities totaled approximately $16.6 million in 2012, $35.8 million in 2011 and $14.1 million for 2010. The 2012 decrease in cash used in investing activities reflected a lower level of capital expenditures. The 2011 increase reflected a higher level of capital expenditures in 2011 due to the expansion of our frozen yeast roll facility in Kentucky, which was substantially completed in June 2011. Capital expenditures totaled approximately $16.3 million in 2012, compared to $35.3 million in 2011 and $12.8 million in 2010. Capital spending allocations during 2012 by segment approximated 92% for Specialty Foods, 5% for Glassware and Candles and 3% for Corporate. Based on our current plans and expectations, we believe that our total capital expenditures for 2013 will be approximately $22 million.

Financing activities used net cash totaling approximately $46.5 million, $80.3 million and $31.2 million in 2012, 2011 and 2010, respectively. The 2012 decrease in cash used in financing activities was due to a lower level of share repurchases, as partially offset by an increase in dividend payments. The 2011 increase reflected a higher level of share repurchases, lower proceeds from the exercise of stock awards and a lower cash overdraft balance. The total payment for cash dividends for the year ended June 30, 2012 was approximately $38.5 million. The dividend payout rate for 2012 was $1.41 per share as compared to $1.29 per share during 2011, and $1.185 per share in 2010. This past fiscal year marked the 49th consecutive year

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in which our dividend rate was increased. Cash utilized for share repurchases totaled approximately $8.3 million, $43.1 million and $4.4 million in 2012, 2011 and 2010, respectively. Our Board approved a share repurchase authorization of 2,000,000 shares in November 2010. Approximately 1,476,000 shares from this authorization remained authorized for future purchase at June 30, 2012.

The future levels of share repurchases and declared dividends are subject to the periodic review of our Board and are generally determined after an assessment is made of such factors as anticipated earnings levels, cash flow requirements and general business conditions.

Our ongoing business activities continue to be subject to compliance with various laws, rules and regulations as may be issued and enforced by various Federal, state and local agencies. With respect to environmental matters, costs are incurred pertaining to regulatory compliance and, upon occasion, remediation. Such costs have not been, and are not anticipated to become, material.

We are contingently liable with respect to lawsuits, taxes and various other matters that routinely arise in the normal course of business. We do not have any related party transactions that materially affect our results of operations, cash flow or financial condition.

OFF-BALANCE SHEET ARRANGEMENTS, CONTRACTUAL OBLIGATIONS AND COMMITMENTS

We do not have off-balance sheet arrangements, financings, or other relationships with unconsolidated entities or other persons, also known as Variable Interest Entities, that have or are reasonably likely to have a current or future material effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity or capital expenditures.

We have various contractual obligations that are appropriately recorded as liabilities in our consolidated financial statements. Certain other items, such as purchase obligations, are not recognized as liabilities in our consolidated financial statements. Examples of items not recognized as liabilities in our consolidated financial statements are commitments to purchase raw materials or inventory that has not yet been received as of June 30, 2012 and future minimum lease payments for the use of property and equipment under operating lease agreements.

The following table summarizes our contractual obligations as of June 30, 2012 (dollars in thousands):

		Payment Due by Period			
Contractual Obligations	**Total**	**Less than 1 Year**	**1-3 Years**	**3-5 Years**	**More than 5 Years**
Operating Lease Obligations (1)	$ 11,529	$ 4,147	$ 5,880	$ 897	$ 605
Purchase Obligations (2)	133,231	127,285	5,946		
Other Noncurrent Liabilities (as reflected on Consolidated Balance Sheet) (3)	2,632		2,632		
Total	$ 147,392	$ 131,432	$ 14,458	$ 897	$ 605

(1) Operating leases are primarily entered into for warehouse and office facilities and certain equipment. See Note 10 to the consolidated financial statements for further information.

(2) Purchase obligations represent purchase orders and longer-term purchase arrangements related to the procurement of raw materials, supplies, services, and property, plant and equipment.

(3) This amount does not include approximately $29.0 million of other noncurrent liabilities recorded on the balance sheet, which consist of the underfunded pension liability, other post employment benefit obligations, tax liabilities, noncurrent workers compensation obligations, deferred compensation and interest on deferred compensation. These items are excluded, as it is not certain when these liabilities will become due. See Notes 5, 7, 8 and 9 to the consolidated financial statements for further information.

IMPACT OF INFLATION

In recent years, we have been exposed to significant fluctuations in certain manufacturing input costs, including materials such as food commodities and paraffin wax. In 2012, we experienced comparatively higher costs for a wide variety of raw materials (especially for soybean oil, flour and paraffin wax). In 2011,

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we experienced comparatively higher ingredient costs (including for soybean oil, dairy products, sugar, eggs and paraffin wax). We estimate that higher material costs adversely affected our 2012 and 2011 results by approximately 4% and 3% of net sales, respectively. We also experienced higher distribution costs, which were, in part, influenced by higher diesel costs. Entering 2013, we expect that our overall material costs may compare somewhat favorably, at least over the first six months of the year.

Over the course of 2012 and 2011, we were generally able to adjust various selling prices of food products to partially offset the effects of increased raw-material costs. However, these adjustments generally lagged the increase in our costs, having a net negative impact on our 2012 and 2011 operating margins. Our 2013 operating results will also be impacted by our ability to offset any resumption of higher input costs through pricing adjustments with our customers.

We also attempt to minimize the exposure to increased costs through our ongoing efforts to achieve greater manufacturing and distribution efficiencies through the improvement of work processes.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

This MD&A discusses our consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these consolidated financial statements requires that we make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, we evaluate our estimates and judgments, including, but not limited to, those related to accounts receivable, inventories, marketing and distribution costs, asset impairments and self-insurance reserves. We base our estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. Historically, the aggregate differences, if any, between our estimates and actual amounts in any year have typically not had a significant impact on our consolidated financial statements. While a summary of our significant accounting policies can be found in Note 1 to the consolidated financial statements, we believe the following critical accounting policies, among others, affect our more significant judgments and estimates used in the preparation of our consolidated financial statements.

Revenue Recognition

We recognize revenue upon transfer of title and risk of loss, provided that evidence of an arrangement exists, pricing is fixed or determinable, and collectability is probable. Net sales are recorded net of estimated sales discounts, returns and certain sales incentives, including coupons and rebates.

Receivables and the Allowance for Doubtful Accounts

We provide an allowance for doubtful accounts based on the aging of accounts receivable balances, historical write-off experience and on-going reviews of our trade receivables. Measurement of potential losses requires credit review of existing customer relationships, consideration of historical loss experience, including the need to adjust for current conditions, and judgments about the probable effects of relevant observable data, including present economic conditions such as delinquency rates and the economic health of customers. In addition to credit concerns, we also evaluate the adequacy of our allowances for customer deductions considering several factors including historical losses and existing customer relationships.

Valuation of Inventory

When necessary, we provide allowances to adjust the carrying value of our inventory to the lower of cost or net realizable value, including any costs to sell or dispose. The determination of whether inventory items are slow moving, obsolete or in excess of needs requires estimates about the future demand for our products. The estimates as to future demand used in the valuation of inventory are subject to the ongoing success of our products and may differ from actual due to such factors as changes in customer and consumer demand. A decrease in product demand due to changing customer tastes, consumer buying patterns or loss of shelf space to competitors could significantly impact our evaluation of our excess and obsolete inventories.

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Long-Lived Assets

We monitor the recoverability of the carrying value of our long-lived assets by periodically considering whether indicators of impairment are present. If such indicators are present, we determine if the assets are recoverable by comparing the sum of the undiscounted future cash flows to the assets carrying amount. Our cash flows are based on historical results adjusted to reflect our best estimate of future market and operating conditions. If the carrying amounts are greater, then the assets are not recoverable. In that instance, we compare the carrying amounts to the fair value to determine the amount of the impairment to be recorded.

Goodwill and Intangible Assets

Goodwill is not amortized. It is evaluated annually at April 30, through asset impairment testing, as appropriate. Intangible assets with lives restricted by contractual, legal, or other means are amortized over their useful lives. We periodically evaluate the future economic benefit of the recorded goodwill and intangible assets when events or circumstances indicate potential recoverability concerns. Carrying amounts are adjusted appropriately when determined to have been impaired.

Accrued Marketing and Distribution

Various marketing programs are offered to customers to reimburse them for a portion or all of their promotional activities related to our products. Additionally, we often incur various costs associated with shipping products to the customer. We provide accruals for the costs of marketing and distribution based on historical information as may be modified by estimates of actual costs incurred. Actual costs may differ significantly if factors such as the level and success of the customers programs, changes in customer utilization practices, or other conditions differ from expectations.

Accruals for Self-Insurance

Self-insurance accruals are made for certain claims associated with employee health care, workers compensation and general liability insurance. These accruals include estimates that may be based on historical loss development factors. Differences in estimates and assumptions could result in an accrual requirement materially different from the calculated accrual.

Accounting for Pension Plans and Other Postretirement Benefit Plans

To determine our ultimate obligation under our defined benefit pension plans and our other postretirement benefit plans, we must estimate the future cost of benefits and attribute that cost to the time period during which each covered employee works. To record the related net assets and obligation of such benefit plans, we use assumptions related to inflation, investment returns, mortality, employee turnover, medical costs and discount rates. To determine the discount rate, we, along with our third-party actuaries, considered several factors, including the June 30, 2012 rates of various bond indices, such as the Moody s Aa long-term bond index, yield curve analysis results from our actuaries based on expected cash flows of our plans, and the past history of discount rates used for the plan valuation. We, along with our third-party actuaries, review all of these assumptions on an ongoing basis to ensure that the most reasonable information available is being considered. Changes in assumptions and future investment returns could potentially have a material impact on pension expense and related funding requirements. We recognize the overfunded or underfunded status of our defined benefit plans as an asset or liability in our Consolidated Balance Sheet. Any changes in that funded status caused by subsequent plan revaluations are recognized through comprehensive income. We may also experience future plan settlements or curtailments having unanticipated effects on operating results.

RECENTLY ISSUED ACCOUNTING STANDARDS

In December 2011, the FASB issued Accounting Standards Update (ASU) No. 2011-12, *Comprehensive Income: Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05* (ASU 11-12). This ASU indefinitely defers the effective date pertaining to reclassification adjustments out of accumulated other comprehensive income as set forth in ASU No. 2011-05, *Comprehensive Income: Presentation of Comprehensive Income* (ASU 11-05). ASU 11-12 has the

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same effective date as the unaffected provisions of ASU 11-05, for fiscal years, and interim periods within those years, beginning after December 15, 2011, with early adoption permitted. As this update is merely a deferral, it will have no impact on our financial position or results of operations.

In June 2011, the FASB issued ASU 11-05. This ASU amends current comprehensive income guidance to eliminate the option to present the components of other comprehensive income as part of the statement of shareholders equity. Instead, it requires entities to report components of comprehensive income in either (1) a continuous statement of comprehensive income or (2) two separate but consecutive statements. ASU 11-05 will be effective for public companies for fiscal years, and interim periods within those years, beginning after December 15, 2011, with early adoption permitted. As noted above, portions of this ASU relating to reclassifications were indefinitely deferred with the issuance of ASU 11-12. We will adopt the presentation provisions of this guidance in the first quarter of fiscal 2013 and, as such, there will be no impact on our financial position or results of operations.

In September 2011, the FASB issued ASU No. 2011-08, *Intangibles Goodwill and Other: Testing Goodwill for Impairment* (ASU 11-08). This ASU permits an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. The entity is not required to calculate the fair value of a reporting unit unless the entity determines that it is more likely than not that its fair value is less than its carrying value. ASU 11-08 will be effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, with early adoption permitted. We will adopt this guidance in fiscal 2013, but because the measurement of a potential impairment loss has not changed, the amended standards will not have an effect on our consolidated financial statements.

RECENTLY ADOPTED ACCOUNTING STANDARDS

In 2012, we adopted the provisions of ASU No. 2011-09, *Compensation Retirement Benefits Multiemployer Plans: Disclosures about an Employer s Participation in a Multiemployer Plan* (ASU 11-09). This ASU requires that employers provide additional separate quantitative and qualitative disclosures for multiemployer pension plans and multiemployer other postretirement benefit plans. These additional disclosures are included in Note 9 to the consolidated financial statements.

Forward-Looking Statements

We desire to take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 (the PSLRA). This Annual Report on Form 10-K contains various forward-looking statements within the meaning of the PSLRA and other applicable securities laws. Such statements can be identified by the use of the forward-looking words anticipate, estimate, project, believe, intend, plan, expect, hope words. These statements discuss future expectations; contain projections regarding future developments, operations or financial conditions; or state other forward-looking information. Such statements are based upon assumptions and assessments made by us in light of our experience and perception of historical trends, current conditions, expected future developments and other factors we believe to be appropriate. These forward-looking statements involve various important risks, uncertainties and other factors that could cause our actual results to differ materially from those expressed in the forward-looking statements. Actual results may differ as a result of factors over which we have no, or limited, control including, without limitation, the specific influences outlined below. Management believes these forward-looking statements to be reasonable; however, you should not place undue reliance on such statements that are based on current expectations. Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update such forward-looking statements, except as required by law.

Items which could impact these forward-looking statements include, but are not limited to:

- the potential for loss of larger programs or key customer relationships;
- the effect of consolidation of customers within key market channels;
- the success and cost of new product development efforts;
- the lack of market acceptance of new products;

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the reaction of customers or consumers to the effect of price increases we may implement;

changes in demand for our products, which may result from loss of brand reputation or customer goodwill;

the extent to which future business acquisitions are completed and acceptably integrated;

the possible occurrence of product recalls or other defective or mislabeled product costs;

efficiencies in plant operations, including the ability to optimize overhead utilization in candle operations;

price and product competition;

the uncertainty regarding the effect or outcome of any decision to explore further strategic alternatives among our nonfood operations;

fluctuations in the cost and availability of raw materials;

adverse changes in energy costs and other factors that may affect costs of producing, distributing or transporting our products;

the impact of fluctuations in our pension plan asset values on funding levels, contributions required and benefit costs;

maintenance of competitive position with respect to other manufacturers, including import sources of production;

dependence on key personnel;

stability of labor relations;

dependence on contract copackers and limited or exclusive sources for certain goods;

legislation and litigation affecting the future administration of the Continued Dumping and Subsidy Offset Act of 2000;

access to any required financing;

unknown costs relating to the holding or disposition of idle real estate;

changes in estimates in critical accounting judgments;

the outcome of any litigation or arbitration; and

certain other factors.

Item 7A. ***Quantitative and Qualitative Disclosures About Market Risk***

We have exposure to market risks primarily from changes in interest rates and ingredient prices. We have not had exposure to market risk associated with derivative financial instruments or derivative commodity instruments.

INTEREST RATE RISK

We are subject to interest rate risk primarily associated with our borrowings. Interest rate risk is the risk that changes in interest rates could adversely affect earnings and cash flows. Rates under our credit facility are set at the time of each borrowing and are based on predetermined formulas connected to certain benchmark rates. Increases in these rates could have an adverse impact on our earnings and cash flows. At the end of 2012, we had no borrowings outstanding under our credit facility. The nature and amount of our borrowings may vary as a result of business requirements, acquisitions, market conditions and other factors.

COMMODITY PRICE RISK

We purchase a variety of commodities and other materials, such as soybean oil, flour, wax and packaging materials, which we use to manufacture our products. The market prices for these commodities are subject to fluctuation based upon a number of economic factors and may become volatile at times. While we do not use any derivative commodity instruments to hedge against commodity price risk, we do actively manage a portion of the risk through a structured purchasing program for certain future requirements. This

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program gives us more predictable input costs, which may help stabilize our margins during periods of volatility in commodity markets.

Item 8. ***Financial Statements and Supplementary Data***

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of

Lancaster Colony Corporation

We have audited the accompanying consolidated balance sheets of Lancaster Colony Corporation and subsidiaries (the Company) as of June 30, 2012 and 2011, and the related consolidated statements of income, shareholders equity and cash flows for each of the three years in the period ended June 30, 2012. Our audits also included the financial statement schedule listed in the table of contents at Item 15. These consolidated financial statements and financial statement schedule are the responsibility of the Company s management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as, evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of the Company and subsidiaries as of June 30, 2012 and 2011, and the results of their operations and their cash flows for each of the three years in the period ended June 30, 2012, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company s internal control over financial reporting as of June 30, 2012, based on the criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated August 29, 2012 expressed an unqualified opinion on the Company s internal control over financial reporting.

/S/ DELOITTE & TOUCHE LLP
Deloitte & Touche LLP
Columbus, Ohio

August 29, 2012

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LANCASTER COLONY CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(Amounts in thousands, except share data)	June 30, 2012	2011
ASSETS		
Current Assets:		
Cash and equivalents	**$ 191,636**	$ 132,266
Receivables (less allowance for doubtful accounts, 2012-$678; 2011-$570)	**73,326**	63,762
Inventories:		
Raw materials	**36,005**	36,785
Finished goods and work in process	**73,699**	75,100
Total inventories	**109,704**	111,885
Deferred income taxes and other current assets	**17,073**	25,283
Total current assets	**391,739**	333,196
Property, Plant and Equipment:		
Land, buildings and improvements	**140,337**	141,175
Machinery and equipment	**276,951**	263,449
Total cost	**417,288**	404,624
Less accumulated depreciation	**233,158**	219,342
Property, plant and equipment-net	**184,130**	185,282
Other Assets:		
Goodwill	**89,840**	89,840
Other intangible assets-net	**7,267**	8,350
Other noncurrent assets	**9,659**	5,421
Total	**$ 682,635**	$ 622,089
LIABILITIES AND SHAREHOLDERS EQUITY		
Current Liabilities:		
Accounts payable	**$ 40,708**	$ 42,570
Accrued liabilities	**31,963**	33,586
Total current liabilities	**72,671**	76,156
Other Noncurrent Liabilities	**31,627**	13,646
Deferred Income Taxes	**14,070**	14,748
Shareholders Equity:		
Preferred stock-authorized 3,050,000 shares; outstanding-none		
Common stock-authorized 75,000,000 shares; outstanding, 2012-27,286,861 shares; 2011-27,385,781 shares	**100,015**	97,197
Retained earnings	**1,208,027**	1,150,683
Accumulated other comprehensive loss	**(12,162)**	(7,043)
Common stock in treasury, at cost	**(731,613)**	(723,298)
Total shareholders equity	**564,267**	517,539
Total	**$ 682,635**	$ 622,089

See accompanying notes to consolidated financial statements.

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LANCASTER COLONY CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

(Amounts in thousands, except per share data)	Years Ended June 30 2012	2011	2010
Net Sales	**$ 1,131,359**	$ 1,089,946	$ 1,056,608
Cost of Sales	**891,248**	847,517	786,276
Gross Margin	**240,111**	242,429	270,332
Selling, General and Administrative Expenses	**96,824**	95,425	93,821
Restructuring and Impairment Charges			2,312
Operating Income	**143,287**	147,004	174,199
Other Income:			
Other income-Continued Dumping and Subsidy Offset Act	**2,701**	14,388	893
Interest income and other-net	**43**	114	46
Income Before Income Taxes	**146,031**	161,506	175,138
Taxes Based on Income	**50,223**	55,142	60,169
Net Income	**$ 95,808**	$ 106,364	$ 114,969
Net Income Per Common Share:			
Basic	**$ 3.51**	$ 3.84	$ 4.08
Diluted	**$ 3.51**	$ 3.84	$ 4.07
Weighted Average Common Shares Outstanding:			
Basic	**27,233**	27,664	28,144
Diluted	**27,265**	27,689	28,174

See accompanying notes to consolidated financial statements.

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LANCASTER COLONY CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended June 30		
(Amounts in thousands)	**2012**	2011	2010
Cash Flows From Operating Activities:			
Net income	**$ 95,808**	$ 106,364	$ 114,969
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	**20,266**	18,940	20,533
Deferred income taxes and other noncash changes	**5,147**	8,680	1,783
Stock-based compensation expense	**2,922**	2,297	1,632
Restructuring and impairment charges			677
(Gain) loss on sale of property	**(92)**	14	(40)
Pension plan activity	**(1,122)**	(1,326)	(289)
Changes in operating assets and liabilities:			
Receivables	**(8,763)**	3,615	(7,421)
Inventories	**2,181**	9,624	(19,166)
Other current assets	**5,536**	317	(6,755)
Accounts payable and accrued liabilities	**564**	(1,071)	1,768
Net cash provided by operating activities	**122,447**	147,454	107,691
Cash Flows From Investing Activities:			
Payments on property additions	**(16,347)**	(35,343)	(12,833)
Proceeds from sale of property	**895**	19	69
Other-net	**(1,147)**	(434)	(1,336)
Net cash used in investing activities	**(16,599)**	(35,758)	(14,100)
Cash Flows From Financing Activities:			
Purchase of treasury stock	**(8,315)**	(43,103)	(4,398)
Payment of dividends	**(38,464)**	(35,696)	(33,430)
Proceeds from the exercise of stock awards, including tax benefits	**301**	479	4,643
(Decrease) increase in cash overdraft balance		(2,000)	2,000
Net cash used in financing activities	**(46,478)**	(80,320)	(31,185)
Net change in cash and equivalents	**59,370**	31,376	62,406
Cash and equivalents at beginning of year	**132,266**	100,890	38,484
Cash and equivalents at end of year	**$ 191,636**	$ 132,266	$ 100,890

See accompanying notes to consolidated financial statements.

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LANCASTER COLONY CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY

(Amounts in thousands, except per share data)	Common Stock Outstanding Shares	Common Stock Outstanding Amount	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total Shareholders Equity
Balance, June 30, 2009	28,102	$ 88,962	$ 998,476	$ (9,085)	$ (675,797)	$ 402,556
Net income			114,969			114,969
Net pension and postretirement benefit losses, net of ($430) tax effect				(712)		(712)
Comprehensive income						114,257
Cash dividends common stock ($1.185 per share)			(33,430)			(33,430)
Purchase of treasury stock	(80)				(4,398)	(4,398)
Stock-based plans, including excess tax benefits	146	4,274				4,274
Stock-based compensation expense		1,649				1,649
Balance, June 30, 2010	28,168	94,885	1,080,015	(9,797)	(680,195)	484,908
Net income			106,364			106,364
Net pension and postretirement benefit gains, net of $1,776 tax effect				2,754		2,754
Comprehensive income						109,118
Cash dividends common stock ($1.29 per share)			(35,696)			(35,696)
Purchase of treasury stock	(810)				(43,103)	(43,103)
Stock-based plans, including excess tax benefits	28	(4)				(4)
Stock-based compensation expense		2,316				2,316
Balance, June 30, 2011	27,386	97,197	1,150,683	(7,043)	(723,298)	517,539
Net income			**95,808**			**95,808**
Net pension and postretirement benefit losses, net of ($3,000) tax effect				**(5,119)**		**(5,119)**
Comprehensive income						**90,689**
Cash dividends common stock ($1.41 per share)			**(38,464)**			**(38,464)**
Purchase of treasury stock	**(143)**				**(8,315)**	**(8,315)**
Stock-based plans, including excess tax benefits	**44**	**(104)**				**(104)**
Stock-based compensation expense		**2,922**				**2,922**
Balance, June 30, 2012	**27,287**	**$ 100,015**	**$ 1,208,027**	**$ (12,162)**	**$ (731,613)**	**$ 564,267**

See accompanying notes to consolidated financial statements.

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LANCASTER COLONY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in thousands, except per share data)

Note 1 Summary of Significant Accounting Policies

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Lancaster Colony Corporation and our wholly-owned subsidiaries, collectively referred to as we, us, our, registrant, or the Company. Intercompany transactions and accounts have been eliminated in consolidation. Our fiscal year begins on July 1 and ends on June 30. Unless otherwise noted, references to year pertain to our fiscal year; for example, 2012 refers to fiscal 2012, which is the period from July 1, 2011 to June 30, 2012.

Use of Estimates

The preparation of the consolidated financial statements in conformity with U.S. generally accepted accounting principles (GAAP) requires that we make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Significant estimates included in these consolidated financial statements include allowance for doubtful accounts receivable, net realizable value of inventories, useful lives for the calculation of depreciation and amortization, impairments of long-lived assets, accruals for marketing and merchandising programs, tax contingency reserves for uncertain tax positions, pension and postretirement assumptions, as well as expenses related to distribution and self-insurance accruals. Actual results could differ from these estimates.

Cash and Equivalents

We consider all highly liquid investments purchased with original maturities of three months or less to be cash equivalents. The carrying amounts of our cash and equivalents approximate fair value due to their short maturities. As a result of our cash management system, checks issued but not presented to the banks for payment may create negative book cash balances. When such negative balances exist, they are included in other accrued liabilities.

Receivables and the Allowance for Doubtful Accounts

The carrying amounts of our accounts receivable approximate fair value. We provide an allowance for doubtful accounts based on the aging of accounts receivable balances, historical write-off experience and on-going reviews of our trade receivables. Measurement of potential losses requires credit review of existing customer relationships, consideration of historical effects of relevant observable data, including present economic conditions such as delinquency rates, and the economic health of customers.

Credit Risk

Financial instruments that potentially subject us to concentrations of credit risk consist primarily of cash and equivalents and trade accounts receivable. By policy, we limit the amount of credit exposure to any one institution or issuer. Our concentration of credit risk with respect to trade accounts receivable is mitigated by our credit evaluation process and by having a large and diverse customer base. However, see Note 13 with respect to our accounts receivable with Wal-Mart Stores, Inc.

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LANCASTER COLONY CORPORATION AND SUBSIDIARIES

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(Tabular amounts in thousands, except per share data)

Inventories

Inventories are valued at the lower of cost or market and are costed by various methods that approximate actual cost on a first-in, first-out basis. It is not practicable to segregate work in process from finished goods inventories. We estimated that work in process inventories as a percentage of the combined total of finished goods and work in process inventories at June 30 were as follows:

	2012	2011
Work in process as a percentage of the combined total of finished goods and work in process	**3%**	4%

Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation. We use the straight-line method of computing depreciation for financial reporting purposes based on the estimated useful lives of the corresponding assets. Estimated useful lives for buildings and improvements range generally from two to 45 years while machinery and equipment range generally from two to 20 years. For tax purposes, we generally compute depreciation using accelerated methods.

Purchases of property, plant and equipment included in accounts payable and excluded from the property additions and the change in accounts payable in the Consolidated Statement of Cash Flows at June 30 were as follows:

	2012	2011	2010
Construction in progress in accounts payable	**$ 687**	$ 45	$ 90

The following table sets forth depreciation expense in each of the years ending June 30:

	2012	2011	2010
Depreciation expense	**$ 17,767**	$ 15,961	$ 17,049

Held for Sale

As a result of various prior-years restructuring and divestiture activities, we have certain held for sale properties with a total net book value of approximately $2.2 million at June 30, 2012. We have classified approximately $0.1 million of these held for sale assets as current assets and they are included in Deferred Income Taxes and Other Current Assets on the Consolidated Balance Sheet. The remaining balance of approximately $2.1 million is included in Other Noncurrent Assets. In accordance with GAAP for property, plant and equipment, we are no longer depreciating these held for sale assets and they are being actively marketed for sale and evaluated for potential impairment.

Long-Lived Assets

We monitor the recoverability of the carrying value of our long-lived assets by periodically considering whether indicators of impairment are present. If such indicators are present, we determine if the assets are recoverable by comparing the sum of the undiscounted future cash flows to the assets carrying amount. Our cash flows are based on historical results adjusted to reflect our best estimate of future market and operating conditions. If the carrying amounts are greater, then the assets are not recoverable. In that instance, we compare the carrying amounts to the fair value to determine the amount of the impairment to be recorded.

Goodwill and Intangible Assets

As of July 1, 2002, goodwill is no longer being amortized. Intangible assets with lives restricted by contractual, legal, or other means continue to be amortized on a straight-line basis over their useful lives to general and administrative expense. As of April 30, 2012 and 2011 we completed our goodwill impairment testing, and have determined that our estimated fair value was substantially in excess of the related carrying

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LANCASTER COLONY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in thousands, except per share data)

value. We periodically evaluate the future economic benefit of the recorded goodwill and intangible assets when events or circumstances indicate potential recoverability concerns. Carrying amounts are adjusted appropriately when determined to have been impaired. See further discussion regarding year-end balances and disclosure in Note 2.

Accrued Marketing and Distribution

Various marketing programs are offered to customers to reimburse them for a portion or all of their promotional activities related to our products. Additionally, we often incur various costs associated with shipping products to the customer. We provide accruals for the costs of marketing and distribution based on historical information as may be modified by estimates of actual costs incurred. Actual costs may differ significantly if factors such as the level and success of the customers programs, changes in customer utilization practices, or other conditions differ from expectations.

Accruals for Self-Insurance

Self-insurance accruals are made for certain claims associated with employee health care, workers compensation and general liability insurance. These accruals include estimates that are primarily based on historical loss development factors. Differences in estimates and assumptions could result in an accrual requirement materially different from the calculated accrual.

Shareholders Equity

We are authorized to issue 3,050,000 shares of preferred stock consisting of 750,000 shares of Class A Participating Preferred Stock with $1.00 par value, 1,150,000 shares of Class B Voting Preferred Stock without par value and 1,150,000 shares of Class C Nonvoting Preferred Stock without par value. Our Board approved a share repurchase authorization of 2,000,000 shares in November 2010. Approximately 1,476,000 shares remained authorized for future purchase at June 30, 2012.

Revenue Recognition

We recognize revenue upon transfer of title and risk of loss, provided that evidence of an arrangement exists, pricing is fixed or determinable, and collectability is probable. Net sales are recorded net of estimated sales discounts, returns and certain sales incentives, including coupons and rebates.

Advertising Expense

We expense advertising as it is incurred. The following table summarizes advertising expense as a percentage of net sales in each of the years ending June 30:

	2012	2011	2010
Advertising expense as a percentage of net sales	**2%**	2%	2%

Shipping and Handling

Shipping and handling fees billed to customers are recorded as sales, while our shipping and handling costs are included in cost of sales.

Stock-Based Employee Compensation Plans

We account for our stock-based employee compensation plans in accordance with GAAP for stock-based compensation, which requires the measurement and recognition of the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award. The cost of the employee services is recognized as compensation expense over the period that an employee provides service in exchange for the award, which is typically the vesting period. See further discussion and disclosure in Note 6.

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LANCASTER COLONY CORPORATION AND SUBSIDIARIES

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(Tabular amounts in thousands, except per share data)

Other Income

During 2012, we received approximately $2.7 million from the U.S. government under the Continued Dumping and Subsidy Offset Act of 2000 (CDSOA) compared to $14.4 million received in 2011 and $0.9 million received in 2010. We recognize CDSOA-related income upon receiving notice from the U.S. Department of Homeland Security regarding its intent to remit a specific amount to us. These amounts were recorded as other income in the accompanying consolidated financial statements. See further discussion in Note 11.

Income Taxes

Our income tax expense, deferred tax assets and liabilities and reserves for unrecognized tax benefits reflect management s best assessment of estimated future taxes to be paid. We are subject to income taxes in numerous domestic jurisdictions.

Our annual tax rate is determined based on our income, statutory tax rates and the tax impacts of items treated differently for tax purposes than for financial reporting purposes. Tax law requires certain items be included in the tax return at different times than the items are reflected in the financial statements. Some of these differences are permanent, such as expenses that are not deductible in our tax return, and some differences are temporary, reversing over time, such as depreciation expense. These temporary differences create deferred tax assets and liabilities. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date. Realization of certain deferred tax assets is dependent upon generating sufficient taxable income in the appropriate jurisdiction prior to the expiration of the carryforward periods. Although realization is not assured, management believes it is more likely than not that our deferred tax assets will be realized and thus we have not recorded any valuation allowance for the years ended June 30, 2012 or 2011.

In accordance with accounting literature related to uncertainty in income taxes, tax benefits from uncertain tax positions that are recognized in the financial statements are measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement.

Changes in tax laws and rates could also affect recorded deferred tax assets and liabilities in the future. Management is not aware of any such changes that would have a material effect on our results of operations, cash flow or financial position. See further discussions in Note 5.

Earnings Per Share

Earnings per share (EPS) is computed based on the weighted average number of shares of common stock and common stock equivalents (stock options, restricted stock and stock-settled stock appreciation rights) outstanding during each period. Unvested shares of restricted stock granted to employees are considered participating securities since employees receive nonforfeitable dividends prior to vesting and, therefore, are included in the earnings allocation in computing EPS under the two-class method. Basic EPS excludes dilution and is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted EPS is computed by dividing income available to common shareholders by the diluted weighted average number of common shares outstanding during the period, which includes the dilutive potential common shares associated with outstanding stock options, restricted stock and stock-settled stock appreciation rights.

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LANCASTER COLONY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in thousands, except per share data)

Basic and diluted net income per common share were calculated as follows:

	2012	2011	2010
Net income	**$ 95,808**	$ 106,364	$ 114,969
Net income available to participating securities	**(177)**	(146)	(198)
Net income available to common shareholders	**$ 95,631**	$ 106,218	$ 114,771
Weighted average common shares outstanding:			
Basic	**27,233**	27,664	28,144
Incremental share effect from:			
Stock options			3
Restricted stock	**4**	5	6
Stock-settled stock appreciation rights	**28**	20	21
Diluted	**27,265**	27,689	28,174
Net income per common share:			
Basic	**$ 3.51**	$ 3.84	$ 4.08
Diluted	**$ 3.51**	$ 3.84	$ 4.07

Comprehensive Income and Accumulated Other Comprehensive Loss

Comprehensive income includes changes in equity that result from transactions and economic events from non-owner sources. Comprehensive income is composed of two subsets net income and other comprehensive income (loss). Included in other comprehensive income (loss) are pension and postretirement benefits adjustments.

Recently Issued Accounting Standards

In December 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-12, *Comprehensive Income: Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05* (ASU 11-12). This ASU indefinitely defers the effective date pertaining to reclassification adjustments out of accumulated other comprehensive income as set forth in ASU No. 2011-05, *Comprehensive Income: Presentation of Comprehensive Income* (ASU 11-05). ASU 11-12 has the same effective date as the unaffected provisions of ASU 11-05, for fiscal years, and interim periods within those years, beginning after December 15, 2011, with early adoption permitted. As this update is merely a deferral, it will have no impact on our financial position or results of operations.

In June 2011, the FASB issued ASU 11-05. This ASU amends current comprehensive income guidance to eliminate the option to present the components of other comprehensive income as part of the statement of shareholders equity. Instead, it requires entities to report components of comprehensive income in either (1) a continuous statement of comprehensive income or (2) two separate but consecutive statements. ASU 11-05 will be effective for public companies for fiscal years, and interim periods within those years, beginning after December 15, 2011, with early adoption permitted. As noted above, portions of this ASU relating to reclassifications were indefinitely deferred with the issuance of ASU 11-12. We will adopt the presentation provisions of this guidance in the first quarter of fiscal 2013 and, as such, there will be no impact on our financial position or results of operations.

In September 2011, the FASB issued ASU No. 2011-08, *Intangibles Goodwill and Other: Testing Goodwill for Impairment* (ASU 11-08). This ASU permits an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. The entity is not required to calculate the fair value of a reporting unit unless the entity determines that it is more likely than not that its fair value is less than its carrying value. ASU 11-08 will be effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, with

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LANCASTER COLONY CORPORATION AND SUBSIDIARIES

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early adoption permitted. We will adopt this guidance in fiscal 2013, but because the measurement of a potential impairment loss has not changed, the amended standards will not have an effect on our consolidated financial statements.

Note 2 Goodwill and Other Intangible Assets

Goodwill attributable to the Specialty Foods segment was approximately $89.8 million at June 30, 2012 and 2011.

The following table summarizes our identifiable other intangible assets, all included in the Specialty Foods segment, at June 30:

	2012	2011
Trademarks (40-year life)		
Gross carrying value	**$ 370**	$ 370
Accumulated amortization	**(196)**	(186)
Net Carrying Value	**$ 174**	$ 184
Customer Relationships (12 to 15-year life)		
Gross carrying value	**$ 13,020**	$ 13,020
Accumulated amortization	**(5,927)**	(4,991)
Net Carrying Value	**$ 7,093**	$ 8,029
Non-compete Agreements (5 to 8-year life)		
Gross carrying value	**$ 1,540**	$ 1,540
Accumulated amortization	**(1,540)**	(1,403)
Net Carrying Value	**$**	$ 137
Total Net Carrying Value	**$ 7,267**	$ 8,350

Amortization expense relating to these assets in each of the years ending June 30 was as follows:

	2012	2011	2010
Amortization expense	**$ 1,083**	$ 1,164	$ 1,164

Total annual amortization expense for each of the next five years is estimated to be as follows:

2013	$ 946
2014	$ 946
2015	$ 946

2016	$ 775
2017	$ 604

Note 3 Accrued Liabilities

Accrued liabilities at June 30 were composed of:

	2012	2011
Accrued compensation and employee benefits	**$ 18,925**	$ 23,623
Accrued distribution	**5,789**	3,931
Accrued taxes	**1,607**	1,490
Accrued marketing	**639**	1,616
Other	**5,003**	2,926
Total accrued liabilities	**$ 31,963**	$ 33,586

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LANCASTER COLONY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in thousands, except per share data)

Note 4 Long-Term Debt

At June 30, 2011, we had an unsecured revolving credit facility under which we could borrow up to a maximum of $160 million at any one time, with the potential to expand the total credit availability to $260 million based on obtaining consent of the issuing bank and certain other conditions.

On April 18, 2012, we entered into a new unsecured credit agreement (New Credit Agreement) with the Lenders named in the New Credit Agreement and JPMorgan Chase Bank, N.A. as Administrative Agent. The New Credit Agreement replaced the facility discussed above. The material terms of the New Credit Agreement are substantially similar to the terms of our previous credit agreement, except with respect to maturity, interest rate margins and fees.

The New Credit Agreement provides that we may borrow, on a revolving credit basis, up to a maximum of $120 million at any one time, with potential to expand the total credit availability to $200 million based on obtaining consent of the issuing banks and certain other conditions. The New Credit Agreement expires on April 18, 2017, and all outstanding amounts are then due and payable. Interest is variable based upon formulas tied to LIBOR or an alternative base rate defined in the New Credit Agreement, at our option. We must also pay facility fees that are tied to our then-applicable consolidated leverage ratio. Loans may be used for general corporate purposes. Based on the long-term nature of this facility, when we have outstanding borrowings under this facility, we will classify the outstanding balance as long-term debt.

At June 30, 2012 and 2011, we had no borrowings outstanding under these facilities. At June 30, 2012, we had approximately $6.2 million of standby letters of credit outstanding, which reduced the amount available for borrowing under the New Credit Agreement. We paid no interest in 2012 and 2011. At June 30, 2012 and 2011, we were in compliance with all applicable provisions and covenants of these facilities, and we exceeded the requirements of the financial covenants by substantial margins. At June 30, 2012, we were not aware of any event that would constitute a default under the facility.

The New Credit Agreement contains certain restrictive covenants, including limitations on indebtedness, asset sales and acquisitions. There are two principal financial covenants: an interest expense test that requires us to maintain an interest coverage ratio not less than 2.5 to 1 at the end of each fiscal quarter; and an indebtedness test that requires us to maintain a consolidated leverage ratio not greater than 3 to 1 at all times. The interest coverage ratio is calculated by dividing Consolidated EBIT (as defined more specifically in the New Credit Agreement) by Consolidated Interest Expense (as defined more specifically in the New Credit Agreement), and the leverage ratio is calculated by dividing Consolidated Debt (as defined more specifically in the New Credit Agreement) by Consolidated EBITDA (as defined more specifically in the New Credit Agreement.)

Note 5 Income Taxes

We and our domestic subsidiaries file a consolidated Federal income tax return. Taxes based on income for the years ended June 30 have been provided as follows:

	2012	2011	2010
Currently payable:			
Federal	**$ 41,214**	$ 43,140	$ 55,422
State and local	**4,116**	4,542	3,933
Total current provision	**45,330**	47,682	59,355
Deferred Federal, state and local provision	**4,893**	7,460	814

Total taxes based on income	**$ 50,223**	$ 55,142	$ 60,169

Certain tax benefits recorded directly to common stock for each of the years ending June 30 were as follows:

	2012	2011	2010
Tax benefits recorded directly to common stock	**$ 301**	$ 479	$ 674

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LANCASTER COLONY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in thousands, except per share data)

For the years ended June 30, our effective tax rate varied from the statutory Federal income tax rate as a result of the following factors:

	2012	2011	2010
Statutory rate	**35.0%**	35.0%	35.0%
State and local income taxes	**2.0%**	1.9%	1.5%
ESOP dividend deduction	**(0.2)%**	(0.2)%	(0.1)%
Domestic manufacturing deduction	**(2.5)%**	(2.5)%	(1.9)%
Other	**0.1%**	(0.1)%	(0.1)%
Effective rate	**34.4%**	34.1%	34.4%

The tax effect of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities at June 30 were comprised of:

	2012	2011
Deferred tax assets:		
Inventories	**$ 2,774**	$ 4,101
Employee medical and other benefits	**13,201**	9,459
Receivable and other allowances	**4,699**	4,423
Other accrued liabilities	**2,869**	3,437
Total deferred tax assets	**23,543**	21,420
Deferred tax liabilities:		
Property, plant and equipment	**(20,744)**	(16,516)
Goodwill	**(3,427)**	(3,083)
Other	**(274)**	(830)
Total deferred tax liabilities	**(24,445)**	(20,429)
Net deferred tax (liability) asset	**$ (902)**	$ 991

Net current deferred tax assets and prepaid Federal, state and local income taxes were included in Deferred Income Taxes and Other Current Assets on the Consolidated Balance Sheet. The related balances at June 30 were as follows:

	2012	2011
Net current deferred tax assets	**$ 13,168**	$ 15,739
Prepaid Federal, state and local income taxes	**$ 1,958**	$ 8,140

Cash payments for income taxes for each of the years ending June 30 were as follows:

	2012	2011	2010
Cash payments for income taxes	**$ 38,726**	$ 47,598	$ 66,236

The gross tax contingency reserve at June 30, 2012 was approximately $1.9 million. The unrecognized tax benefits recorded as the gross tax contingency reserve noted in the following table for June 30, 2012 and 2011 would affect our effective tax rate, if recognized.

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LANCASTER COLONY CORPORATION AND SUBSIDIARIES

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(Tabular amounts in thousands, except per share data)

The following table sets forth changes in our total gross tax contingency reserve (including interest and penalties):

	2012	2011
Balance, beginning of year	**$ 1,795**	$ 1,921
Tax positions related to current year:		
Additions	**17**	18
Reductions		
Tax positions related to prior years:		
Additions	**149**	455
Reductions	**(22)**	(599)
Balance, end of year	**$ 1,939**	$ 1,795

We classified approximately $0.1 million of the gross tax contingency reserve at June 30, 2012 as current liabilities as these amounts are expected to be resolved within the next 12 months. The remaining liability of approximately $1.8 million was included in long-term liabilities. We expect that the amount of these liabilities will change within the next 12 months; however, we do not expect the change to have a significant effect on our financial position or results of operations.

During 2010, we executed several state tax voluntary disclosure agreements. The settlement of these liabilities resulted in pre-tax income of approximately $0.9 million, which impacted our effective tax rate for 2010 by approximately 0.4%.

We recognize interest and penalties related to these tax liabilities in income tax expense. For each of the years ended June 30, we recognized the change in the accrual for net tax-related interest and penalties as follows:

	2012	2011
Expense recognized for the net tax-related interest and penalties	**$ 120**	$ 96

We had accrued interest and penalties at June 30 as follows:

	2012	2011
Accrued interest and penalties included in the gross tax contingency reserve	**$ 922**	$ 802

We file income tax returns in the U.S. and various state and local jurisdictions. With limited exceptions, we are no longer subject to examination of U.S. Federal or state and local income taxes for years prior to 2009.

The American Jobs Creation Act provided a tax deduction calculated as a percentage of qualified income from manufacturing in the United States. The deduction percentage for 2012 was 9%. In accordance with FASB guidance, this deduction is treated as a special deduction, as opposed to a tax rate reduction.

Note 6 Stock-Based Compensation

Our shareholders approved the adoption of and subsequent amendments to the Lancaster Colony Corporation 2005 Stock Plan (the 2005 Plan). The 2005 Plan reserved 2,000,000 common shares for issuance to our employees and directors, and all awards granted under the 2005 Plan will be exercisable at prices not less than fair market value as of the date of the grant. The vesting period for awards granted under the 2005 Plan varies as to the type of award granted, but generally these awards have a maximum term of five years.

Stock-Settled Stock Appreciation Rights

We use periodic grants of stock-settled stock appreciation rights (SSSARs) as a vehicle for rewarding certain employees with long-term incentives for their efforts in helping to create long-term shareholder value. We calculate the fair value of SSSARs grants using the Black-Scholes option-pricing model. Our policy is to issue shares upon SSSARs exercise from new shares that had been previously authorized.

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(Tabular amounts in thousands, except per share data)

In 2012, 2011 and 2010, we granted SSSARs to various employees under the terms of the 2005 Plan. The following table summarizes information relating to these grants:

	2012	2011	2010
SSSARs granted	**187**	94	168
Weighted average fair value per right	**$ 9.07**	$ 10.12	$ 11.81
Weighted average assumptions used in fair value calculations:			
Risk-free interest rate	**0.41%**	1.27%	1.67%
Dividend yield	**2.11%**	2.28%	2.04%
Volatility factor of the expected market price of our common stock	**24.30%**	28.78%	29.97%
Expected life in years	**2.76**	3.11	3.50
Estimated forfeiture rate	**4%**	4%	4%

For each grant, the volatility factor was estimated based on actual historical volatility of our stock for a time period equal to the term of the SSSARs. For the 2012 and 2011 SSSARs grants, the expected average life was determined based on historical exercise experience for this type of grant. For the 2010 SSSARs grant, the expected average life was calculated using the simplified method as defined in the Securities and Exchange Commission s Staff Accounting Bulletin 110, as we did not yet have sufficient historical exercise experience for this type of grant. The SSSARs from each grant vest one-third on the first anniversary of the grant date, one-third on the second anniversary of the grant date and one-third on the third anniversary of the grant date.

We recognize compensation expense over the requisite service period. Compensation cost was reflected in Cost of Sales or Selling, General and Administrative Expenses based on the grantees salaries expense classification and was allocated to each segment appropriately. We recorded tax benefits and gross windfall tax benefits related to SSSARs. These windfall tax benefits were included in the financing section of the Consolidated Statements of Cash Flows. The following table summarizes SSSARs compensation expense and tax benefits recorded for each of the years ending June 30:

	2012	2011	2010
Compensation expense	**$ 1,624**	$ 1,120	$ 684
Tax benefits	**$ 569**	$ 392	$ 240
Intrinsic value of exercises	**$ 559**	$ 922	$ 926
Gross windfall tax benefits	**$ 230**	$ 334	$ 324

The total fair values of SSSARs vested for each of the years ended June 30 were as follows:

	2012	2011	2010
Fair value of vested rights	**$ 1,107**	$ 1,095	$ 479

The following table summarizes the activity relating to SSSARs granted under the 2005 Plan for the year ended June 30, 2012:

	Number of Rights	**Weighted Average**	**Weighted Average**	**Aggregate Intrinsic Value**

		Exercise Price	Remaining Contractual Life in Years	
Outstanding at June 30, 2011	324	$ 53.98		
Exercised	**(64)**	**$ 49.34**		
Granted	**187**	**$ 68.06**		
Forfeited	**(1)**	**$ 60.84**		
Outstanding at June 30, 2012	**446**	**$ 60.55**	**3.55**	**$ 4,752**
Exercisable and vested at June 30, 2012	**144**	**$ 52.60**	**2.41**	**$ 2,671**
Vested and expected to vest at June 30, 2012	**435**	**$ 60.45**	**3.51**	**$ 4,679**

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The following table summarizes information about the SSSARs outstanding by grant year at June 30, 2012:

	Outstanding				Exercisable	
Grant Years	Range of Exercise Prices	Number Outstanding	Weighted Average Remaining Contractual Life in Years	Exercise Price	Number Exercisable	Weighted Average Exercise Price
2012	**$63.50-$68.12**	**187**	**4.65**	**$ 68.06**		
2011	**$57.78**	**88**	**3.65**	**$ 57.78**	**25**	**$ 57.78**
2010	**$58.79**	**127**	**2.66**	**$ 58.79**	**75**	**$ 58.79**
2009	**$39.86**	**28**	**1.66**	**$ 39.86**	**28**	**$ 39.86**
2008	**$38.31**	**16**	**.67**	**$ 38.31**	**16**	**$ 38.31**

At June 30, 2012, there was approximately $2.0 million of unrecognized compensation expense related to SSSARs that we will recognize over a weighted-average period of approximately 2.06 years.

Restricted Stock

We use periodic grants of restricted stock as a vehicle for rewarding our nonemployee directors and certain employees with long-term incentives for their efforts in helping to create long-term shareholder value.

In 2012, 2011 and 2010, we granted shares of restricted stock to various employees under the terms of the 2005 Plan. The following table summarizes information relating to these grants:

	2012	2011	2010
Restricted stock granted	**25**	7	25
Grant date fair value	**$ 1,705**	$ 390	$ 1,470
Weighted average grant date fair value per award	**$ 68.08**	$ 57.78	$ 58.79
Estimated forfeiture rate	**4%**	4%	4%

The restricted stock under each grant vests on the third anniversary of the grant date. Under the terms of the grants, employees receive dividends on unforfeited restricted stock regardless of their vesting status. An additional 5,650 and 21,500 shares of restricted stock that were granted to various key employees in previous years vested in 2012 and 2011, respectively.

In 2012, we also granted a total of 7,427 shares of restricted stock to our seven nonemployee directors under the terms of the 2005 Plan. This restricted stock had a grant date fair value of approximately $0.5 million based on a per share closing stock price of $65.97. This restricted stock vests over a one-year period, and all of these shares are expected to vest. Dividends earned on the stock during the vesting period will be paid to the directors at the time the stock vests. An additional 8,155, 8,435 and 14,000 shares of restricted stock that were granted to our nonemployee directors in previous years vested during 2012, 2011 and 2010, respectively, and the directors were paid the related dividends.

We recognize compensation expense over the requisite service period. Compensation cost was reflected in Cost of Sales or Selling, General and Administrative Expenses based on the grantees salaries expense classification and was allocated to each segment appropriately. We recorded tax benefits and gross windfall tax benefits related to restricted stock. These windfall tax benefits were included in the financing section of the Consolidated Statements of Cash Flows. The following table summarizes restricted stock compensation expense and tax benefits recorded for each of the years ending June 30:

	2012	2011	2010
Compensation expense	**$ 1,298**	$ 1,177	$ 948
Tax benefits	**$ 454**	$ 412	$ 332
Gross windfall tax benefits	**$ 71**	$ 145	$ 43

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The total fair values of restricted stock vested for each of the years ended June 30 were as follows:

	2012	2011	2010
Fair value of vested shares	**$ 645**	$ 1,258	$ 423

The following table summarizes the activity relating to restricted stock granted under the 2005 Plan for the year ended June 30, 2012:

	Number of Shares	**Weighted Average Grant Date Fair Value**
Unvested restricted stock at beginning of period	44	$ 54.86
Granted	**32**	**$ 67.60**
Vested	**(14)**	**$ 46.75**
Forfeited		**$**
Unvested restricted stock at end of period	**62**	**$ 63.25**

At June 30, 2012, there was approximately $2.2 million of unrecognized compensation expense related to restricted stock that we will recognize over a weighted-average period of approximately 2.07 years.

Note 7 Pension Benefits

Defined Benefit Pension Plans

We and certain of our operating subsidiaries have sponsored multiple defined benefit pension plans covering union workers at certain locations. As a result of restructuring activities in recent years, we no longer have any active employees continuing to accrue service cost or otherwise eligible to receive plan benefits. Benefits being paid under the plans are primarily based on negotiated rates and years of service. We contribute to these plans at least the minimum amount required by regulation.

At the end of the year, we discount our plan liabilities using an assumed discount rate. In estimating this rate, we, along with our third-party actuaries, review bond indices, consider yield curve analysis results and the past history of discount rates.

The actuarial present value of benefit obligations summarized below was based on the following assumption:

	2012	2011
Weighted-average assumption as of June 30		
Discount rate	**3.78%**	5.29%

The net periodic benefit costs were determined utilizing the following beginning-of-the-year assumptions:

	2012	2011	2010
Discount rate	**5.29%**	5.21%	6.34%
Expected long-term return on plan assets	**7.00%**	7.00%	8.00%

In determining the long-term expected return on plan assets, we consider our related investment guidelines, our expectations of long-term rates of return by asset category, our target asset allocation weighting and historical rates of return and volatility for equity and fixed income investments. The investment strategy for plan assets is to control and manage investment risk through diversification among asset classes, investment managers/funds and investment styles. The plans investment guidelines have been designed to meet the intended objective that plan assets earn at least nominal returns equal to or in excess of the plans liability growth rate. In consideration of the current average age of the plans participants, the investment guidelines are based upon an investment horizon of at least 10 years.

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The target and actual asset allocations for our plans at June 30 by asset category were as follows:

	Target Percentage of Plan Assets at June 30 2012	Actual Percentage of Plan Assets 2012	2011
Cash and equivalents	**0-10%**	**2%**	1%
Equity securities	**30-70%**	**50%**	50%
Fixed income	**30-70%**	**48%**	49%
Total		**100%**	100%

Our target asset allocations are maintained through ongoing review and periodic rebalancing of equity and fixed income investments with assistance from an independent outside investment consultant. Also, the plan assets are diversified among asset classes, asset managers or funds and investment styles to avoid concentrations of risk. We expect that a modest allocation to cash will exist within the plans because each investment manager is likely to hold limited cash in a portfolio.

There were no plan asset investments in shares of our common stock at June 30, 2012 and 2011.

We categorize our plan assets within a three-level fair value hierarchy as follows:

Level 1 Quoted market prices in active markets for identical assets.

Level 2 Observable market based inputs or unobservable inputs that are corroborated by market data.

Level 3 Unobservable inputs that are not corroborated by market data.

The following table summarizes the fair values and levels, within the fair value hierarchy, for our plan assets at June 30, 2012 and 2011:

	June 30, 2012			
Asset Category	**Level 1**	**Level 2**	**Level 3**	**Total**
Cash and equivalents	**$ 168**	**$**	**$**	**$ 168**
Money market funds	**488**			**488**
U.S. government obligations		**4,707**		**4,707**
Corporate obligations		**2,196**		**2,196**
Mortgage obligations		**1,958**		**1,958**
Mutual funds fixed income	**8,054**			**8,054**
Mutual funds equity	**17,564**			**17,564**
Total	**$ 26,274**	**$ 8,861**	**$**	**$ 35,135**

	June 30, 2011			
Asset Category	Level 1	Level 2	Level 3	Total
Cash and equivalents	$ 264	$	$	$ 264
Money market funds	97			97
U.S. government obligations		3,825		3,825
Corporate obligations		1,918		1,918
Mortgage obligations		2,562		2,562
Mutual funds fixed income	9,088			9,088
Mutual funds equity	17,592			17,592
Total	$ 27,041	$ 8,305	$	$ 35,346

The plan assets classified at Level 1 include money market funds, common stock and mutual funds. Quoted market prices in active markets for identical assets are available for investments in this category.

The plan assets classified at Level 2 include fixed income securities consisting of government securities, corporate obligations, mortgage obligations and other asset backed securities. For these types of securities, market prices are observable for identical or similar investment securities but not readily accessible for each of those investments individually at the measurement date. For these assets, we obtain pricing information

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from an independent pricing service. The pricing service uses various pricing models for each asset class that are consistent with what other market participants would use. The inputs and assumptions to the model of the pricing service are derived from market observable sources including as applicable: benchmark yields, reported trades, broker/dealer quotes, issuer spreads, prepayment speed assumptions, attributes of the collateral, yield or price of bonds of comparable structure and quality, and other market-related data.

Relevant information with respect to our pension benefits as of June 30 can be summarized as follows:

	2012	2011
Change in benefit obligation		
Benefit obligation at beginning of year	**$ 37,639**	$ 38,464
Interest cost	**1,933**	1,947
Actuarial loss (gain)	**6,966**	(481)
Benefits paid	**(2,220)**	(2,291)
Benefit obligation at end of year	**$ 44,318**	$ 37,639

	2012	2011
Change in plan assets		
Fair value of plan assets at beginning of year	**$ 35,346**	$ 30,043
Actual return on plan assets	**997**	5,802
Employer contributions	**1,012**	1,792
Benefits paid	**(2,220)**	(2,291)
Fair value of plan assets at end of year	**$ 35,135**	$ 35,346

	2012	2011
Reconciliation of funded status		
Net accrued benefit cost	**$ (9,183)**	$ (2,293)

	2012	2011
Amounts recognized in the consolidated balance sheets consist of		
Prepaid benefit cost (noncurrent assets)	**$**	$ 117
Accrued benefit liability (noncurrent liabilities)	**(9,183)**	(2,410)
Net amount recognized	**$ (9,183)**	$ (2,293)

	2012	2011
Accumulated benefit obligation	**$ 44,318**	$ 37,639

The following table discloses, in the aggregate, those plans with benefit obligations in excess of the fair value of plan assets at the June 30 measurement date:

	2012	2011
Benefit obligations	**$ 44,318**	$ 33,990
Fair value of plan assets at end of year	**$ 35,135**	$ 31,580

Amounts recognized in accumulated other comprehensive loss at June 30 were as follows:

	2012	2011
Net actuarial loss	**$ 19,957**	$ 11,945
Net transition asset	**(1)**	(2)
Income taxes	**(7,374)**	(4,413)
Total	**$ 12,582**	$ 7,530

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Amounts in accumulated other comprehensive loss expected to be recognized as components of net periodic benefit cost during the next fiscal year are as follows:

	2013
Net actuarial loss	$ 687
Net transition asset	(1)
Total	$ 686

The following table summarizes the components of net periodic benefit (income) cost at June 30:

	2012	2011	2010
Components of net periodic benefit (income) cost			
Service cost	**$**	$	$ 45
Interest cost	**1,933**	1,947	2,118
Expected return on plan assets	**(2,397)**	(2,027)	(2,150)
Curtailment charges			349
Amortization of unrecognized net loss	**355**	546	496
Amortization of prior service cost			5
Amortization of unrecognized net asset existing at transition	**(1)**	(1)	(1)
Net periodic benefit (income) cost	**$ (110)**	$ 465	$ 862

In 2010, one of our plans became subject to curtailment accounting. This resulted in the immediate recognition of all of the outstanding prior service cost of the plan, which was approximately $0.3 million. This charge was included in our Specialty Foods segment.

We have not yet finalized our anticipated funding level for 2013, but, based on initial estimates, we anticipate funding approximately $1.0 million.

Benefit payments estimated for future years are as follows:

2013	$ 2,258
2014	$ 2,238
2015	$ 2,209
2016	$ 2,220
2017	$ 2,261
2018 2022	$ 12,618

Note 8 Postretirement Benefits

Postretirement Medical and Life Insurance Benefit Plans

We and certain of our operating subsidiaries provide multiple postretirement medical and life insurance benefit plans. We recognize the cost of benefits as the employees render service. Postretirement benefits are funded as incurred. At the end of the year, we discount our plan liabilities using an assumed discount rate. In estimating this rate, we, along with our third-party actuaries, review bond indices, consider yield curve analysis results and the past history of discount rates.

The actuarial present value of benefit obligations summarized below was based on the following assumption:

	2012	2011
Weighted-average assumption as of June 30		
Discount rate	**3.78%**	5.29%

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The net periodic benefit costs were determined utilizing the following beginning-of-the-year assumptions:

	2012	2011	2010
Discount rate	**5.29%**	5.21%	6.34%
Health care cost trend rate	**10.00%**	10.00%	10.00%

Relevant information with respect to our postretirement medical and life insurance benefits as of June 30 can be summarized as follows:

	2012	2011
Change in benefit obligation		
Benefit obligation at beginning of year	**$ 2,881**	$ 2,707
Service cost	**25**	24
Interest cost	**147**	137
Actuarial loss	**70**	220
Benefits paid	**(69)**	(207)
Benefit obligation at end of year	**$ 3,054**	$ 2,881

	2012	2011
Change in plan assets		
Employer contributions	**$ 69**	$ 207
Benefits paid	**(69)**	(207)
Fair value of plan assets at end of year	**$**	$

	2012	2011
Reconciliation of funded status		
Accrued benefit cost	**$ (3,054)**	$ (2,881)

	2012	2011
Amounts recognized in the consolidated balance sheets consist of		
Current accrued benefit liability	**$ (191)**	$ (203)
Noncurrent accrued benefit liability	**$ (2,863)**	$ (2,678)

	2012	2011
Accumulated benefit obligation	**$ (3,054)**	$ (2,881)

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Amounts recognized in accumulated other comprehensive loss at June 30 were as follows:

	2012	2011
Net actuarial gain	**$ (644)**	$ (745)
Prior service benefit	**(23)**	(28)
Income taxes	**247**	286
Total	**$ (420)**	$ (487)

Amounts in accumulated other comprehensive loss expected to be recognized as components of net periodic benefit cost during the next fiscal year are as follows:

	2013
Prior service asset amortization	$ (5)
Unrecognized gain amortization	(22)
Total	$ (27)

The following table summarizes the components of net periodic benefit cost at June 30:

	2012	2011	2010
Components of net periodic benefit cost			
Service cost	**$ 25**	$ 24	$ 17
Interest cost	**147**	137	193
Amortization of unrecognized net gain	**(31)**	(46)	(14)
Amortization of prior service asset	**(5)**	(5)	(5)
Net periodic benefit cost	**$ 136**	$ 110	$ 191

We expect to contribute approximately $0.2 million to our postretirement benefit plans in 2013.

Benefit payments estimated for future years are as follows:

2013	$ 191
2014	$ 186
2015	$ 184
2016	$ 191
2017	$ 183

2018 2022 $ 921

For other postretirement benefit measurement purposes, annual increases in medical costs for 2012 for pre-medicare eligible claims were assumed to total approximately 10% per year and gradually decline to 5% by approximately the year 2017 and remain level thereafter. However, for medicare eligible claims, the annual increases in medical costs for 2012 were assumed to total approximately 7% per year and gradually decline to 5% by approximately the year 2016 and remain level thereafter. Annual increases in medical costs for 2011 were assumed to total approximately 10% per year and gradually decline to 5% by approximately the year 2016 and remain level thereafter.

Assumed health care cost rates can have a significant effect on the amounts reported for the health care plans. A one-percentage-point change in assumed health care cost trend rates would have the following effect:

	1-Percentage-Point Increase	1-Percentage-Point Decrease
Effect on total of service and interest cost components	$ 8	$ (7)
Effect on postretirement benefit obligation as of June 30, 2012	$ 221	$ (193)

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Note 9 Defined Contribution and Other Employee Plans

We sponsored four defined contribution plans established pursuant to Section 401(k) of the Internal Revenue Code during 2012. Contributions are determined under various formulas, and we contributed to three of the plans in 2012. Costs related to such plans for each of the years ending June 30 were as follows:

	2012	2011	2010
Costs related to defined contribution plans	**$ 859**	$ 820	$ 782

Certain of our subsidiaries participate in multiemployer plans that provide pension benefits to retiree union workers at such locations. These plans generally provide for retirement, death and/or termination benefits for eligible employees within the applicable collective bargaining agreement, based on specific eligibility/participation requirements, vesting periods and benefit formulas. The risks of participating in these multiemployer plans are different from single-employer plans in the following aspects: 1) assets contributed to the multiemployer plan by one employer may be used to provide benefits to employees of other participating employers, 2) if a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers and 3) if we choose to stop participating in any of our multiemployer plans, we may be required to pay those plans an amount based on the underfunded status of the plan, referred to as a withdrawal liability.

Our participation in these plans for the annual period ended June 30, 2012 is reflected in the following table. All information in the table is as of December 31 of the relevant year, except contributions which are based on our fiscal year, or except as otherwise noted. The EIN-PN column provides the Employer Identification Number (EIN) and the Plan Number (PN). The pension protection act zone status is based on information that we received from the plan. Among other factors, generally, plans in critical status (red zone) are less than 65 percent funded, plans in endangered or seriously endangered status (yellow zone or orange zone, respectively) are less than 80 percent funded, and plans at least 80 percent funded are said to be in the green zone. The FIP/RP status pending/implemented column indicates plans for which a funding improvement plan (FIP) or a rehabilitation plan (RP) is either pending or has been implemented by the trustees of each plan. There have been no significant changes that affect the comparability of 2012, 2011 or 2010 contributions.

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Plan Name	EIN/PN	Pension Protection Act Zone Status 2011	Pension Protection Act Zone Status 2010	FIP/RP Status Pending / Implemented	Fiscal Year Contributions **2012**	Fiscal Year Contributions 2011	Fiscal Year Contributions 2010	Surcharge Imposed	Expiration Date of Collective Bargaining Agreement
Cleveland Bakers and Teamsters Pension Fund	34-0904419-001	Red 12/31/2010	Red 12/31/2009	Yes, Implemented	**$ 1,311**	$ 1,212	$ 1,190	Yes[1]	11/1/2013
Western Conference of Teamsters Pension Plan	91-6145047-001	Green 12/31/2010	Green 12/31/2009	No	**416**	426	431	No	12/14/2013
Total contributions to multiemployer plans					**$ 1,727**	$ 1,638	$ 1,621		

[1] A surcharge of 10% of required employer contributions under the collective bargaining agreement.

Our contributions to the Cleveland Bakers and Teamsters Pension Fund exceeded 5% of the total contributions to the plan in the plan year ended December 31, 2010.

We contribute to two multiemployer postretirement benefit plans other than pensions under the terms of collective bargaining agreements that cover active union workers. These benefits are not vested. As we are unable to separate contribution amounts to multiemployer postretirement benefit plans other than pensions from contribution amounts paid to active benefit plans, the aggregate contributions required by our participation in the multiemployer plans for these postretirement health and welfare benefits for each of the years ending June 30 were as follows:

	2012	2011	2010
Multiemployer health and welfare plan contributions, including postretirement contributions	**$ 3,659**	$ 3,437	$ 3,194

We offer a deferred compensation plan for select employees who may elect to defer a certain percentage of annual compensation. We do not match any contributions. Each participant earns interest based upon the prime rate of interest, adjusted semi-annually, on their respective deferred compensation balance. Participants are paid out upon retirement or termination. The following table summarizes our liability for total deferred compensation and accrued interest at June 30:

	2012	2011
Liability for deferred compensation and accrued interest	**$ 3,395**	$ 2,950

Deferred compensation expense for each of the years ending June 30 was as follows:

	2012	2011	2010
Deferred compensation expense	**$ 101**	$ 88	$ 80

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Note 10 Commitments

We have operating leases with initial noncancelable lease terms in excess of one year covering the rental of various facilities and equipment, which expire at various dates through fiscal year 2019. Certain of these leases contain renewal options, some provide options to purchase during the lease term and some require contingent rentals based on usage. The future minimum rental commitments due under these leases are summarized as follows:

2013	$ 4,147
2014	$ 3,690
2015	$ 2,190
2016	$ 594
2017	$ 303
Thereafter	$ 605

Total rent expense, including short-term cancelable leases, during the years ended June 30 is summarized as follows:

	2012	2011	2010
Operating leases:			
Minimum rentals	**$ 4,709**	$ 4,491	$ 4,336
Contingent rentals	**274**	217	456
Short-term cancelable leases	**1,407**	1,621	1,253
Total	**$ 6,390**	$ 6,329	$ 6,045

Note 11 Contingencies

In addition to the items discussed below, at June 30, 2012, we were a party to various claims and litigation matters arising in the ordinary course of business. Such matters did not have a material effect on the current-year results of operations and, in our opinion, their ultimate disposition will not have a material effect on our consolidated financial statements.

Approximately 19% of our employees are represented under various collective bargaining agreements. A collective bargaining agreement within our Specialty Foods segment will expire in fiscal year 2013. Our other collective bargaining agreements will expire in fiscal year 2014. While we believe that labor relations with unionized employees are good, a prolonged labor dispute could have a material effect on our business and results of operations.

CDSOA provides for the distribution of monies collected by U.S. Customs from anti-dumping cases to qualifying domestic producers. Our reported CDSOA receipts totaled approximately $2.7 million, $14.4 million and $0.9 million in 2012, 2011 and 2010, respectively. CDSOA remittances have related to certain candles being imported from the People s Republic of China.

CDSOA provisions for remittances apply only to duties collected on products imported prior to October 2007. Accordingly, we may receive some level of annual distributions for an undetermined period of years in the future as the monies collected that relate to entries filed prior to October 2007 are administratively finalized by U.S. Customs. Without further legislative action, we expect these distributions will eventually cease.

Cases have been brought in U.S. courts challenging certain aspects of CDSOA. In two separate cases, the U.S. Court of International Trade (CIT) ruled that the procedure for determining recipients eligible to receive CDSOA distributions is unconstitutional. The U.S. Court of Appeals for the Federal Circuit reversed both CIT decisions and the U.S. Supreme Court did not hear either case. This allowed the appellate court decisions to stand, but other legal challenges to CDSOA are still pending.

We are unable to determine, at this time, what the ultimate outcome of other litigation will be, and it is possible that further legal action, potential additional changes in the law and other factors could affect the

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amount of funds available for distribution, including funds relating to entries prior to October 2007. Accordingly, we cannot predict the amount of future distributions, if any, we may receive. Any change in CDSOA distributions could affect our earnings and cash flow.

Note 12 Restructuring and Impairment Charges

In 2010, we closed our dressings and sauces manufacturing operation located in Wilson, New York. During 2010, we recorded restructuring charges of approximately $2.3 million ($1.5 million after taxes) within the Specialty Foods segment. This closure was essentially complete at December 31, 2009. We do not expect any other costs or cash expenditures related to this closure.

Note 13 Business Segments Information

We have evaluated our operations and have determined that the business was separated into two distinct operating and reportable segments: Specialty Foods and Glassware and Candles.

Specialty Foods includes the production, marketing and sale of a family of pourable and refrigerated produce salad dressings, croutons, sauces, fruit glazes, refrigerated produce vegetable and fruit dips, chip dips, dry and frozen pasta and egg noodles, caviar, frozen hearth-baked breads, frozen yeast rolls, sweet rolls and biscuits. Salad dressings, sauces, croutons, frozen pasta and egg noodles, frozen bread products and frozen yeast rolls are sold to both retail and foodservice markets. The remaining products of this business segment are primarily directed to retail markets.

Glassware and Candles includes the production and marketing of candles in a variety of popular sizes, shapes and scents and other home fragrance products, as well as the distribution of various commercial products, including glassware and candles. This segment s products are sold primarily to retail markets such as mass merchandisers and food and drug stores, but also, to a lesser extent, to commercial markets.

The following table sets forth reportable segment information with respect to the amount of net sales contributed by each class of similar products of our consolidated net sales in each of the years ending June 30:

	2012	2011	2010
Specialty Foods			
Non-frozen	**$ 621,497**	$ 570,547	$ 547,704
Frozen	**367,440**	352,309	345,552
Total Specialty Foods	**$ 988,937**	$ 922,856	$ 893,256
Glassware and Candles			
Consumer table and giftware	**$ 137,526**	$ 161,635	$ 158,327
Nonconsumer ware and other	**4,896**	5,455	5,025
Total Glassware and Candles	**$ 142,422**	$ 167,090	$ 163,352
Total	**$ 1,131,359**	$ 1,089,946	$ 1,056,608

Corporate Expenses include various expenses of a general corporate nature, as well as costs related to certain divested or closed nonfood operations, including the expense associated with retirement plans applicable to those closed units and any real property held for sale. These corporate expenses are generally not directly attributable to the reportable operating segments and therefore have not been allocated to those segments.

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The following sets forth certain additional financial information attributable to our reportable segments for the years ended June 30 and certain items retained at the corporate level:

	2012	2011	2010
Net Sales(1)			
Specialty Foods	**$ 988,937**	$ 922,856	$ 893,256
Glassware and Candles	**142,422**	167,090	163,352
Total	**$ 1,131,359**	$ 1,089,946	$ 1,056,608
Operating Income(2)			
Specialty Foods	**$ 151,479**	$ 155,218	$ 176,194
Glassware and Candles	**2,105**	3,764	9,445
Corporate Expenses	**(10,297)**	(11,978)	(11,440)
Total	**$ 143,287**	$ 147,004	$ 174,199
Identifiable Assets(1)(3)			
Specialty Foods	**$ 384,604**	$ 385,470	$ 362,844
Glassware and Candles	**85,714**	87,452	105,537
Corporate	**212,317**	149,167	118,072
Total	**$ 682,635**	$ 622,089	$ 586,453
Capital Expenditures			
Specialty Foods	**$ 15,080**	$ 34,292	$ 11,321
Glassware and Candles	**841**	948	1,340
Corporate	**426**	103	172
Total	**$ 16,347**	$ 35,343	$ 12,833
Depreciation and Amortization			
Specialty Foods	**$ 17,512**	$ 15,435	$ 15,832
Glassware and Candles	**2,677**	3,427	4,601
Corporate	**77**	78	100
Total	**$ 20,266**	$ 18,940	$ 20,533

(1) Net sales and long-lived assets are predominantly domestic.

(2) Operating income represents net sales less operating expenses related to the business segments. All intercompany transactions have been eliminated, and intersegment revenues are not significant.

(3)

Identifiable assets for each segment include those assets used in its operations and intangible assets allocated to purchased businesses. Corporate assets consist principally of cash and equivalents, deferred income taxes and certain real property that is held for sale.

Combined net sales from the two segments attributable to Wal-Mart Stores, Inc. (Wal-Mart) for each of the years ending June 30 were as follows:

	2012	2011	2010
Net sales to Wal-Mart.	**$ 238,719**	$ 243,064	$ 246,759
As a percentage of consolidated net sales	**21%**	22%	23%

Combined accounts receivable for the two segments attributable to Wal-Mart at June 30 as a percentage of consolidated accounts receivable were as follows:

	2012	2011
Accounts receivable due from Wal-Mart as a percentage of consolidated accounts receivable	**41%**	35%

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LANCASTER COLONY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in thousands, except per share data)

Note 14 Selected Quarterly Financial Data (Unaudited)

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Fiscal Year
2012					
Net Sales	**$ 274,516**	**$ 311,786**	**$ 271,098**	**$ 273,959**	**$ 1,131,359**
Gross Margin	**$ 55,430**	**$ 69,859**	**$ 53,802**	**$ 61,020**	**$ 240,111**
Net Income	**$ 21,258**	**$ 30,373[1]**	**$ 18,222**	**$ 25,955**	**$ 95,808**
Diluted Net Income per Share[2]	**$ .78**	**$ 1.11[1]**	**$ .67**	**$ .95**	**$ 3.51**

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Fiscal Year
2011					
Net Sales	$ 265,051	$ 316,238	$ 252,623	$ 256,034	$ 1,089,946
Gross Margin	$ 58,071	$ 78,244	$ 52,534	$ 53,580	$ 242,429
Net Income	$ 22,767	$ 34,863[3]	$ 19,441	$ 29,293[4]	$ 106,364
Diluted Net Income per Share[2]	$ .81	$ 1.25[3]	$ .71	$ 1.07[4]	$ 3.84

(1) Included in the second quarter earnings is income of approximately $1.8 million, net of taxes, or approximately $.06 per share, related to funds received under CDSOA.

(2) Diluted net income per share amounts are calculated independently for each of the quarters presented. Accordingly, the sum of the quarterly net income per share amounts may not agree with the fiscal year.

(3) Included in the second quarter earnings is income of approximately $0.6 million, net of taxes, or approximately $.02 per share, related to funds received under CDSOA.

(4) Included in the fourth quarter earnings is income of approximately $8.9 million, net of taxes, or approximately $.33 per share, related to additional funds received under CDSOA.

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Item 9. ***Changes in and Disagreements With Accountants on Accounting and Financial Disclosure***

None.

Item 9A. ***Controls and Procedures***

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well-designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management must apply its judgment in evaluating the cost benefit relationship of possible controls and procedures.

As required by Securities and Exchange Commission Rule 13a-15(b), we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this Annual Report on Form 10-K. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of June 30, 2012.

REPORT OF MANAGEMENT

Internal control over financial reporting refers to the process designed by, or under the supervision of, our Chief Executive Officer and Chief Financial Officer, and effected by our Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, and includes those policies and procedures that:

1. Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets;

2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of management and our directors; and

3. Provide reasonable assurance regarding prevention or timely detection of an unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting also can be circumvented by collusion or improper management override. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

Management is responsible for establishing and maintaining adequate internal control over financial reporting. Management has used the framework set forth in the report entitled *Internal Control Integrated Framework* published by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission to evaluate the effectiveness of our internal control over financial reporting. Management has concluded that our internal control over financial reporting was effective as of the end of the most recent year. Deloitte & Touche LLP has issued a report on the effectiveness of our internal control over financial reporting. This report is set forth on the following page.

There has been no change in our internal control over financial reporting during our most recent quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of

Lancaster Colony Corporation

We have audited the internal control over financial reporting of Lancaster Colony Corporation and subsidiaries (the Company) as of June 30, 2012, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Report of Management. Our responsibility is to express an opinion on the Company s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company s internal control over financial reporting is a process designed by, or under the supervision of, the company s principal executive and principal financial officers, or persons performing similar functions, and effected by the company s board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of June 30, 2012, based on the criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedule as of and for the year ended June 30, 2012 of the Company and our report dated August 29, 2012, expressed an unqualified opinion on those consolidated financial statements and financial statement schedule.

/S/ DELOITTE & TOUCHE LLP
Deloitte & Touche LLP
Columbus, Ohio

August 29, 2012

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Item 9B. ***Other Information***

None.

PART III

Item 10. ***Directors, Executive Officers and Corporate Governance***

The information regarding our directors and executive officers, including the identification of the Audit Committee and the Audit Committee financial expert, is incorporated by reference to the information contained in our definitive proxy statement for our November 2012 Annual Meeting of Shareholders (2012 Proxy Statement).

The information regarding Section 16(a) beneficial ownership reporting compliance is incorporated by reference to the material under the heading Section 16(a) Beneficial Ownership Reporting Compliance in our 2012 Proxy Statement.

The information regarding changes, if any, in procedures by which shareholders may recommend nominees to our Board of Directors is incorporated by reference to the information contained in our 2012 Proxy Statement.

The information regarding our Code of Business Ethics is incorporated by reference to the information contained in our 2012 Proxy Statement.

Item 11. ***Executive Compensation***

The information regarding executive officer and director compensation is incorporated by reference to the information contained in our 2012 Proxy Statement.

The information regarding Compensation Committee interlocks and insider participation and the Compensation Committee Report is incorporated by reference to the information contained in our 2012 Proxy Statement.

Item 12. ***Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

The information regarding security ownership of certain beneficial owners and management and securities authorized for issuance under our equity compensation plans is incorporated by reference to the information contained in our 2012 Proxy Statement.

Item 13. ***Certain Relationships and Related Transactions, and Director Independence***

The information regarding certain relationships and related transactions and director independence is incorporated by reference to the information contained in our 2012 Proxy Statement.

Item 14. ***Principal Accounting Fees and Services***

Information regarding fees paid to and services provided by our independent registered public accounting firm during the fiscal years ended June 30, 2012 and 2011 and the pre-approval policies and procedures of the Audit Committee is incorporated by reference to the information contained in our 2012 Proxy Statement.

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PART IV

Item 15. ***Exhibits, Financial Statement Schedules***

(a) (1) *Financial Statements*. The following consolidated financial statements as of June 30, 2012 and 2011 and for each of the three years in the period ended June 30, 2012, together with the report thereon of Deloitte & Touche LLP dated August 29, 2012, are included in Item 8 of this report:

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets as of June 30, 2012 and 2011

Consolidated Statements of Income for the years ended June 30, 2012, 2011 and 2010

Consolidated Statements of Cash Flows for the years ended June 30, 2012, 2011 and 2010

Consolidated Statements of Shareholders Equity for the years ended June 30, 2012, 2011 and 2010

Notes to Consolidated Financial Statements

(a) (2) *Financial Statement Schedules.* Included in Part IV of this report is the following additional financial data that should be read in conjunction with the consolidated financial statements included in Item 8 of this report:

Schedule II - Valuation and Qualifying Accounts.

Supplemental schedules not included with the additional financial data have been omitted because they are not applicable or the required information is shown in the consolidated financial statements or notes thereto.

(a) (3) *Exhibits Required by Item 601 of Regulation S-K and Item 15(b)*. See Index to Exhibits following Schedule II Valuation and Qualifying Accounts.

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SIGNATURES

Pursuant to the requirements of Section 13 and 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LANCASTER COLONY CORPORATION
(Registrant)

By: /s/ JOHN B. GERLACH, JR.
John B. Gerlach, Jr.
Chairman, Chief Executive Officer, President and Director

Date: August 29, 2012

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signatures	Title	Date
/s/ JOHN B. GERLACH, JR.	Chairman,	August 29, 2012
John B. Gerlach, Jr.	Chief Executive Officer, President and Director (Principal Executive Officer)	
/s/ JOHN L. BOYLAN	Treasurer, Vice President,	August 29, 2012
John L. Boylan	Assistant Secretary, Chief Financial Officer and Director (Principal Financial and Accounting Officer)	
/s/ JAMES B. BACHMANN	Director	August 20, 2012
James B. Bachmann		
/s/ NEELI BENDAPUDI	Director	August 21, 2012
Neeli Bendapudi		
/s/ KENNETH L. COOKE	Director	August 22, 2012
Kenneth L. Cooke		
/s/ ROBERT L. FOX	Director	August 20, 2012

Robert L. Fox		
/s/ Alan F. Harris	Director	August 21, 2012
Alan F. Harris		
/s/ Edward H. Jennings	Director	August 21, 2012
Edward H. Jennings		
/s/ Zuheir Sofia	Director	August 17, 2012
Zuheir Sofia		

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LANCASTER COLONY CORPORATION AND SUBSIDIARIES

SCHEDULE II. VALUATION AND QUALIFYING ACCOUNTS

For each of the three years in the period ended June 30, 2012

Column A Description	Column B Balance at Beginning of Year	Column C Additions Charged to Costs and Expenses	Column D Deductions(A)	Column E Balance at End of Year
Reserves deducted from asset to which they apply Allowance for doubtful accounts (amounts in thousands):				
Year ended June 30, 2010	$ 942	$ (51)	$ 375	$ 516
Year ended June 30, 2011	$ 516	$ 65	$ 11	$ 570
Year ended June 30, 2012	$ 570	$ 128	$ 20	$ 678

Notes:

(A) Represents uncollectible accounts written-off net of recoveries.

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LANCASTER COLONY CORPORATION AND SUBSIDIARIES

FORM 10-K

JUNE 30, 2012

INDEX TO EXHIBITS

Exhibit Number	Description
3.1	Amended and Restated Articles of Incorporation of Lancaster Colony Corporation (incorporated by reference to Exhibit 3.1 to the Quarterly Report on Form 10-Q (000-04065), filed February 9, 2009).
3.2	Amended and Restated Regulations of Lancaster Colony Corporation (incorporated by reference to Exhibit 3.2 to the Quarterly Report on Form 10-Q (000-04065), filed February 9, 2009).
4.1	Specimen Certificate of Common Stock (incorporated by reference to Exhibit 4.1 to the Annual Report on Form 10-K (000-04065), filed August 25, 2010).
10.1	Credit Agreement, dated as of April 18, 2012, by and among Lancaster Colony Corporation, the Lenders (as defined therein) and JPMorgan Chase Bank, NA (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K (000-04065), filed April 23, 2012).
10.2[(a)]	Lancaster Colony Corporation Executive Employee Deferred Compensation Plan (incorporated by reference to Exhibit 10.9 to the Annual Report on Form 10-K (000-04065), filed September 26, 2000).
10.3[(a)]	2004 Amendment to Lancaster Colony Corporation Executive Employee Deferred Compensation Plan (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K (000-04065), filed January 3, 2005).
10.4[(a)]	Lancaster Colony Corporation 2005 Executive Employee Deferred Compensation Plan (incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K (000-04065), filed February 25, 2005).
10.5[(a)]	Lancaster Colony Corporation Amended and Restated 2005 Stock Plan (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K (000-04065), filed November 19, 2010).
10.6[(a)]	Form of Restricted Stock Award Agreement for Directors under the Lancaster Colony Corporation 2005 Stock Plan (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q (000-04065), filed February 9, 2011).
10.7[(a)]	Form of Stock Appreciation Rights Award Agreement for employees and consultants under the Lancaster Colony Corporation 2005 Stock Plan (incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q (000-04065), filed May 10, 2011).
10.8[(a)]	Form of Restricted Stock Award Agreement for employees and consultants under the Lancaster Colony Corporation 2005 Stock Plan (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q (000-04065), filed May 10, 2011).
10.9[(a)]	Amended and Restated Key Employee Severance Agreement, dated December 3, 2008, between Lancaster Colony Corporation and John L. Boylan (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q (000-04065), filed February 9, 2009).
10.10[(a)]	Amended and Restated Key Employee Severance Agreement, dated December 3, 2008, between Lancaster Colony Corporation and Bruce L. Rosa (incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q (000-04065), filed February 9, 2009).
10.11[(a)]	Description of Executive Bonus Arrangements (incorporated by reference to Exhibit 10.9 to the Annual Report on Form 10-K (000-04065), filed September 10, 2004).
21	Subsidiaries of Registrant.
23	Consent of Independent Registered Public Accounting Firm

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Exhibit Number	Description
31.1	Certification of CEO pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934.
31.2	Certification of CFO pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934.
32	Certification of CEO and CFO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS[(b)]	XBRL Instance Document
101.SCH[(b)]	XBRL Taxonomy Extension Schema Document
101.CAL[(b)]	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF[(b)]	XBRL Taxonomy Definition Linkbase Document
101.LAB[(b)]	XBRL Taxonomy Extension Label Linkbase Document
101.PRE[(b)]	XBRL Taxonomy Extension Presentation Linkbase Document

(a) Indicates a management contract or compensatory plan, contract or arrangement in which any Director or any Executive Officer participates.
(b) Furnished herewith.