

CALAVO GROWERS INC
Form 4/A
October 15, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HAUSE MICHAEL D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
10/10/2008

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

1141A CUMMINGS ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
10/14/2008

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SANTA PAULA, CA 93060

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	10/10/2008		M		5,000 A \$ 7	10,200	D
Common Stock	10/10/2008		S		1,720 D \$ 12	8,480	D
Common Stock	10/10/2008		S		100 D \$ 12.01	8,380	D
Common Stock	10/10/2008		S		300 D \$ 12.12	8,080	D
Common Stock	10/13/2008		S		2,880 D \$ 12.01	5,200	D

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Derivative Security (Instr. 3)
Stock Option (right to buy)	\$ 7	10/10/2008		X	5,000	(1) (1)	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAUSE MICHAEL D 1141A CUMMINGS ROAD SANTA PAULA, CA 93060	X			

Signatures

/s/ Michael D.
Hause 10/15/2008

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The original option's vesting schedule at date of grant was as follows: 8,000 shares vested on 12-16-04 and remained exercisable until 12-15-09. 8,000 shares vested on 12-16-05 and remained exercisable until 12-15-10. 9,000 shares vested on 12-16-06 and remained exercisable until 12-15-11. Reporting Person's stock option agreement was modified in December, 2005 to shorten the option life. Such modification was contemplated primarily because of Section 409A of the tax code. 7,000 option shares expires unexercised.

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

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