

BRONFMAN STEPHEN R
Form 4/A
December 14, 2004

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 *
BRONFMAN STEPHEN R

2. Issuer Name and Ticker or Trading Symbol
SUNOPTA INC [STKL; SOY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O CLARIDGE INC., 1170 PEEL STREET

3. Date of Earliest Transaction (Month/Day/Year)
12/09/2004

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

See Footnote (1)

(Street)

MONTREAL CANADA H3B 4P2

4. If Amendment, Date Original Filed (Month/Day/Year)
12/13/2004

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

(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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
| | | | | | | | |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|------------------------------------|------------------|------------|---|------|---|-----|-----|---------------------|---------------------------|-----------------|--|
| Stock Option (Right to Buy Common Stock) | \$ 5.96 | 12/09/2004 | A | 7,000 | | | (2) | | | 12/09/2009 ⁽⁴⁾ | Common Stock | 7,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| BRONFMAN STEPHEN R C/O CLARIDGE INC. 1170 PEEL STREET MONTREAL CANADA H3B 4P2 | X | | | See Footnote (1) |

Signatures

By: /s/ Nazzareno Antonio Santache,
Attorney-in-Fact

12/14/2004

__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 reporting person may be deemed to be a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock.
- (2) 1,750 of the stock options are immediately exercisable; 1,750 of the stock options vest on December 9, 2005; 1,750 of the stock options vest on December 9, 2006; and 1,750 of the stock options vest on December 9, 2007.
- (3) The stock options were granted pursuant to SunOpta Inc.'s 2002 Plan. No consideration was paid by Mr. Bronfman for the stock options.
- (4) This Amendment to Form 4 amends the Expiration Date disclosed in the Form 4 filed by Mr. Bronfman with the Securities and Exchange Commission on December 13, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.