

SHORT W. JOHN
Form 4
July 22, 2009

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 *
SHORT W. JOHN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5090 NORTH 40TH STREET, SUITE 400
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/06/2009

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

PHOENIX, AZ 85018
(City) (State) (Zip)

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

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

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Security (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) | Date Exercisable | Expiration Date | Title | Amount |
|--------------|------------------------------|------------------|------------|---|--|---------------------------|-----------------|--------------|-----------|
| | | | Code | V | | | | | |
| Stock Option | \$ 0.2 | 07/06/2009 | A | | 1,200,000 | 08/15/2009 ⁽¹⁾ | 07/05/2019 | Common Stock | 1,200,000 |
| Stock Option | \$ 0.2 | 07/06/2009 | A | | 1,400,000 | 07/01/2012 ⁽²⁾ | 07/05/2019 | Common Stock | 1,400,000 |
| Stock Option | \$ 0.2 | 07/06/2009 | A | | 2,400,000 | 08/15/2009 ⁽³⁾ | 07/05/2019 | Common Stock | 2,400,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| SHORT W. JOHN 5090 NORTH 40TH STREET SUITE 400 PHOENIX, AZ 85018 | | | President | |

Signatures

/s/ W. John
Short

07/22/2009

**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) Vesting: 400,000 shares subject to the option shall vest on the earlier to occur, (1) August 15, 2009 or (2) the date the participant becomes CEO of the Company and 66,666 shares on the last business day of each calendar quarter of each contract year.

(2) Vesting: Subject to the participant (1) not having provided a voluntary termination notice to the Company and (2) continuing to be an employee through and on July 1, 2012.

(3) Vesting: Subject to the participant continuing to be an employee through each of the following dates: (1) 800,000 shares vest and become exercisable on the CEO Effective Date and (2) 133,333 shares shall vest and become exercisable on the last business day of each calendar quarter of each contract year, provided that each such date is on or after the CEO Effective Date.

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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