

ALICO INC
 Form 4
 March 24, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
 SECURITIES**

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

OMB APPROVAL

OMB Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
 Brokaw George R

2. Issuer Name and Ticker or Trading Symbol
 ALICO INC [alco]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 410 PARK AVENUE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/23/2014

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

NEW YORK, NY 10022
 (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 Indirect Beneficial Ownership (Instr. 4)	
				Code	V	Amount	(A) or (D) Price			
Alico, Inc., Common Stock, Par Value \$1.00	03/23/2015	03/23/2015	P			18,343	A \$ 50.0928	143,146	I	By Delta Offshore Master II, LTD ⁽¹⁾
Alico, Inc., Common Stock, Par Value \$1.00	03/24/2015	03/24/2015	P			12,993	A \$ 51.5664	156,139	I	By Delta Offshore Master II, LTD ⁽¹⁾

Alico, Inc., Common Stock, Par Value \$1.00	3,705,457	I	By 734 Investors, LLC (2)
Alico, Inc., Common Stock, Par Value \$1.00	110,696	D	

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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brokaw George R 410 PARK AVENUE NEW YORK, NY 10022	X	X		

Signatures

George R.
Brokaw

03/24/2015

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On March 23, 2015, Delta Offshore Master II, LTD (the "Fund") purchased 18,343 shares of the Company's Common Stock and on March 24, 2015 the Fund purchased 12,993 shares of the Company's Common Stock. Trafelet Brokaw Capital Management, L.P. ("TCBM") serves as investment manager to the Fund, and in such capacity, exercises voting and investment control over securities held for the accounts of the Fund. Trafelet & Company, LLC ("TC") serves as the general partner of TBCM. Mr. Brokaw may be deemed to have indirect beneficial ownership for the shares reported herein based on his relationship with TBCM. Mr. Brokaw disclaims beneficial ownership for the Company's Common Stock held by the Fund except to the extent of his pecuniary interest therein.

- (1)
- On November 19, 2013, 734 Investors, LLC purchased 3,705,457 shares of the Company's Common Stock. 734 Agriculture, LLC is the managing member of 734 Investors, LLC. Mr. Brokaw and Remy W. Trafelet are the members of 734 Agriculture, LLC. Mr. Brokaw disclaims beneficial ownership of the Company's Common Stock held by 734 Investors, LLC except to the extent of his pecuniary interest therein.

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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