

TISCH DANIEL R
Form 4
November 03, 2017

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 *
TISCH DANIEL R

2. Issuer Name and Ticker or Trading Symbol
TEJON RANCH CO [TRC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
460 PARK AVENUE,

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/27/2017

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

NEW YORK, NY 10022

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

(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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock | 10/27/2017 | | P | (A) 10,682 (1) | \$ 18 44,704 | D (2) | |
| Common Stock | 10/27/2017 | | P | (A) 207,828 (1) | \$ 18 925,000 | D (3) (5) (6) | |
| Common Stock | 10/27/2017 | | P | (A) 877,659 (1) | \$ 18 3,672,659 | D (4) (5) | |

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

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SEC 1474
(9-02)

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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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TISCH DANIEL R 460 PARK AVENUE NEW YORK, NY 10022 | X | X | | |
| TOWERVIEW LLC 460 PARK AVENUE NEW YORK, NY 10022 | | X | | |
| DT Four Partners, LLC 655 MADISON AVENUE 11TH FLOOR NEW YORK, NY 10065 | | X | | |

Signatures

| | |
|---------------------------------|------------|
| Daniel R. Tisch | 11/03/2017 |
| **Signature of Reporting Person | Date |
| Daniel R. Tisch | 11/03/2017 |
| **Signature of Reporting Person | Date |
| Daniel R. Tisch | 11/03/2017 |
| **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).

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- (1) Represents Common Stock acquired upon exchange of the subscription rights in the rights offering conducted by the Issuer, which expired on 10/27/2017.
- (2) Represents shares owned by Daniel R. Tisch
- (3) Represents shares owned by DT Four Partners, LLC
- (4) Represents shares owned by TowerView LLC
- (5) Daniel R. Tisch is General Member of both DT Four Partners, LLC and TowerView LLC and may be deemed to have a pecuniary interest in securities owned by them.
- (6) The address for DT Four Partners, LLC is 11th Floor, 655 Madison Avenue, New York, NY 10065.

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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