

VAN DER KAR SCOTT
Form 4
October 24, 2012

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 *
VAN DER KAR SCOTT

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)
10/12/2012

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

1141A CUMMINGS RD.

(Street)

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

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 | | | | 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 | (A) or (D) | | | | Price |
| Common Stock | 05/10/2007 | | G | | 160 | A | \$ 0 | 6,313 | I | Family Trust ⁽¹⁾ |
| Common Stock | 07/11/2012 | | G | V | 23,004 | D | \$ 0 | 114,391 ⁽²⁾ | I | Family Trust ⁽³⁾ |
| Common Stock | 07/31/2012 | | G | V | 7,668 | D | \$ 0 | 106,723 | I | Family Trust ⁽³⁾ |
| Common Stock | 10/12/2012 | | M | | 5,000 | A | \$ 21.82 | 11,313 | I | Family Trust ⁽¹⁾ |
| Common Stock | | | | | | | | 7,668 | I | Trust ⁽⁴⁾ |

Common Stock 1,000 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.

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 21.82 | 10/12/2012 | | M | 5,000 | 03/24/2012 03/24/2013 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VAN DER KAR SCOTT 1141A CUMMINGS RD. SANTA PAULA, CA 93060 | | X | | |

Signatures

/s/ Scott Van Der Kar 10/24/2012

**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) Reporting Person's shares are held indirectly as trustee of the Van Der Kar Family Trust.
- (2) Excludes 7,668 shares previously owned indirectly by the Reporting Person as trustee of the Van Der Kar Family Survivor's Trust, which shares were transferred to the Scott N. Van Der Kar Non-Exempt Trust of which the Reporting Person is trustee.

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- (3) Reporting Person's shares are held indirectly as trustee of the Van Der Kar Family Survivor's Trust.
- (4) Reporting Person's shares are held indirectly as trustee of the Scott N. Van Der Kar Non-Exempt Trust.

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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