

MGP INGREDIENTS INC
 Form 5
 August 15, 2005

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
PICKMAN STEVEN J

(Last) (First) (Middle)

1300 MAIN STREET, P.O. BOX 130

(Street)

ATCHISON, KS 66002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MGP INGREDIENTS INC [MGPI]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 06/30/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 17,024 ⁽¹³⁾ | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 120 ⁽¹⁾ | I | as Custodian |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 1,237.0967 ⁽²⁾ | I | by ESPP |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 14,989.89 ⁽³⁾ | I | by ESOP |

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

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(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options | \$ 6.75 | Â | Â | Â | Â (A) Â (D) | Â (4) 03/05/2008 | Common Stock | 5,400 (5) |
| Stock Options | \$ 4 | Â | Â | Â | Â (A) Â (D) | 12/09/2003 12/09/2009 | Common Stock | 750 (6) |
| Stock Options | \$ 4.65 | Â | Â | Â | Â (A) Â (D) | Â (7) 12/07/2010 | Common Stock | 7,500 (8) |
| Stock Options | \$ 5.95 | Â | Â | Â | Â (A) Â (D) | Â (9) 12/06/2011 | Common Stock | 10,000 (10) |
| Stock Options | \$ 3.62 | Â | Â | Â | Â (A) Â (D) | Â (11) 12/03/2012 | Common Stock | 7,500 (12) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PICKMAN STEVEN J 1300 MAIN STREET P.O. BOX 130 ATCHISON, KS 66002 | Â | Â | Â Vice President | Â |

Signatures

Steven J. Pickman 08/12/2005

**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) On July 16, 2004, the common stock of MGP Ingredients, Inc. split 2-for-1 resulting in the reporting person's acquisition of 60 additional shares.
- (2) On July 16, 2004, the common stock of MGP Ingredients, Inc. split 2-for-1 resulting in the reporting person's acquisition of 565.3645 additional shares of stock options; and includes 106.3677 shares acquired between the period of 7/1/2004 and 6/30/2005 under ESPP in a transaction exempt under 16b-3(c).
- (3) On July 16, 2004, the common stock of MGP Ingredients, Inc. split 2-for-1 resulting in the reporting person's acquisition of 7101.825 additional shares; and includes 786.24 shares acquired between the period of 7/1/2004 and 6/30/2005 under ESOP in a transaction exempt under 16b-3(c).
- (4) 1,350 shares vested on each date as follows: 3/5/1999; 3/5/2000; 3/5/2001; 3/5/2002
- (5) On July 16, 2004, the common stock of MGP Ingredients, Inc. split 2-for-1 resulting in the reporting person's acquisition of 2,700 additional shares of stock options.
- (6) On July 16, 2004, the common stock of MGP Ingredients, Inc. split 2-for-1 resulting in the reporting person's acquisition of 375 additional shares of stock options.
- (7) 2,500 shares vested on each date as follows: 12/7/2002; 12/7/2003; 12/7/2004
- (8) On July 16, 2004, the common stock of MGP Ingredients, Inc. split 2-for-1 resulting in the reporting person's acquisition of 7,500 additional shares of stock options.
- (9) 2,500 shares vested on each date as follows: 12/6/2002; 12/6/2003; 12/6/2004; 12/6/2005
- (10) On July 16, 2004, the common stock of MGP Ingredients, Inc. split 2-for-1 resulting in the reporting person's acquisition of 5,000 additional shares of stock options.
- (11) 500 shares vested on each date as follows: 12/3/2004; 12/6/2005; 12/6/2006
- (12) On July 16, 2004, the common stock of MGP Ingredients, Inc. split 2-for-1 resulting in the reporting person's acquisition of 7,500 additional shares of stock options.
- (13) On July 16, 2004, the common stock of MGP Ingredients, Inc. split 2-for-1 resulting in the reporting person's acquisition of 6,612 additional shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.