

Seaberg Karen
Form 5
May 14, 2013

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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 *
Seaberg Karen

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

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

20073 266TH ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

ATCHISON, KS 66002

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Amount Price | | | |
| Common Stock | 12/12/2012 | Â | S4 | 3,910 D \$ 3.41 | 223,740 | I | by trust |
| Common Stock | 12/12/2012 | Â | J4 ⁽¹⁾ | 9,000 ⁽¹⁾ D \$ 0 | 214,740 | I | by trust |
| Common Stock | 12/25/2012 | Â | G4 | 40,621 ⁽²⁾ D \$ 0 | 174,119 | I | by trust |
| Common Stock | 12/25/2012 | Â | G4 | 600 ⁽³⁾ A \$ 0 | 174,719 | I | by trust |

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| | | | | | | | | | |
|-----------------|------------|---|-------------------|--------------------------|---|------|--------------------------|---|----------------------|
| Common Stock | 12/25/2012 | Â | G4 | 600 ⁽³⁾ | A | \$ 0 | 864,852 | I | by spouse's trust |
| Common Stock | 12/12/2012 | Â | J4 ⁽¹⁾ | 12,910 ⁽¹⁾ | A | \$ 0 | 22,279 ⁽⁴⁾ | D | Â |
| Common Stock | 12/12/2012 | Â | J4 ⁽¹⁾ | 5,090 ⁽¹⁾ | A | \$ 0 | 27,369 ⁽⁴⁾ | D | Â |
| Common Stock | 12/30/2012 | Â | J4 ⁽⁵⁾ | 18,000 ⁽⁵⁾ | D | \$ 0 | 9,369 | D | Â |
| Common Stock | 12/30/2012 | Â | J4 ⁽⁵⁾ | 2,573,967 ⁽⁵⁾ | A | \$ 0 | 2,583,336 ⁽⁴⁾ | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 23,005 | I | by ESPP |
| Common Stock | Â | Â | Â | Â | Â | Â | 120,000 | I | By spouse's trust |
| Preferred Stock | Â | Â | Â | Â | Â | Â | 223 ⁽⁶⁾ | I | By MGPI Voting Trust |
| Preferred Stock | Â | Â | Â | Â | Â | Â | 71 | I | by spouse |

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 2270 (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. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Seaberg Karen 20073 266TH ROAD ATCHISON, KS 66002 | X | X | | |

Signatures

Carl W. Struby, by power of attorney 05/14/2012

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) On 12/12/2012 the Reporting Person contributed 9,000 shares to Cray Family Management LLC (the "LLC") from her revocable trust. Other members contributed 3,910 shares on 12/12/2012 and 5,090 shares on 12/21/2012, together with \$30,292 in cash. The Reporting person is manager of the LLC and has a 1/3 interest in the LLC. As such, she may be deemed to have acquired an indirect pecuniary interest in 1/3 of the shares contributed by all members to the LLC, or 4,303 shares on 12/12/2012 and 1,697 shares on 12/21/2012. As permitted by Instruction 4(b)(iv) to Form 5, the Reporting Person is reporting the entire amount of the holdings of the LLC acquired as of such dates (12,910 on 12/12/2012 and 5,090 on 12/21/2012), but disclaims beneficial ownership of the shares owned by the LLC, except to the extent of her pecuniary interest in such shares.
 - (2) These shares were gifted to family members.
 - (3) These share were a gift from a family member.
 - (4) Includes 9,369 shares previously reported as owned directly.

On 12/30/2012 the LLC contributed 18,000 shares and \$27,518 in cash to Cray MGP Holdings LP (the "LP") in exchange for a 1% limited partnership interest. After the contribution, the LP owned of record 2,573,967 shares of common stock. The LLC is general partner of the LP with a 1% interest, and may be deemed to beneficially own 25,739 of these shares. As manager of the LLC, the Reporting Person may be deemed to have disposed of 1/3 of the shares contributed by the LLC, or 6,000 shares, and may be deemed to have acquired an indirect beneficial interest in 8,579 shares, representing 1/3 of the 25,739 shares deemed beneficially owned by the LLC. As permitted by Instruction 4(b)(iv) to Form 5, the Reporting Person is reporting the entire amount of the contribution by the LLC to and the holdings of the LP. The Reporting Person disclaims beneficial ownership of all shares held or beneficially owned by the LLC and the LP, except to the extent of her pecuniary interest in such shares.
 - (6) The Reporting Person and her spouse are 2 of 3 trustees of the Voting Trust.

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.