

TEJON RANCH CO
Form 4
September 03, 2013

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

(Last) (First) (Middle)
500 PARK AVENUE,
(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/28/2013

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)

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 (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security		Disposed of (D) (Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title	Amount Number Shares
			Code	V	(A)				
<u>Warrants (1)</u>	\$ 40	08/28/2013	J	V	411	08/28/2013	08/31/2016	Common Stock	411
<u>Warrants (1)</u>	\$ 40	08/28/2013	J	V	348,046	08/28/2013	08/31/2016	Common Stock	348,046
<u>Warrants (1)</u>	\$ 40	08/28/2013	J	V	105,933	08/28/2013	08/31/2016	Common Stock	105,933

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TISCH DANIEL R 500 PARK AVENUE NEW YORK, NY 10022	X	X		
TOWERVIEW LLC 500 PARK AVENUE NEW YORK, NY 10022	X	X		
DT Four Partners, LLC 655 MADISON AVENUE 11TH FLOOR NEW YORK, NY 10065	X	X		

Signatures

/s/ Daniel R. Tisch	09/03/2013
<u>Signature of Reporting Person</u>	Date
TowerView LLC by /s/ Daniel R. Tisch General Member	09/03/2013
<u>Signature of Reporting Person</u>	Date
DT Four Partners, LLC by /s/ Daniel R. Tisch	09/03/2013
<u>Signature of Reporting Person</u>	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) The Warrants were distributed by the issuer to all holders of record of Common Stock on August 28, 2013 and expire on August 31, 2016, subject to the issuer's right to accelerate the expiration date under certain circumstances when the Warrants are in the money.
- (2) This Form 4 is being filed jointly by Daniel R. Tisch, TowerView LLC and DT Four Partners, LLC. Daniel R. Tisch is General Member of TowerView LLC and DT Four Partners, LLC and may be deemed to have a pecuniary interest in securities owned by them. These Warrants are held directly by Daniel R. Tisch.

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(3) These Warrants are held directly by TowerView LLC.

(4) These Warrants are held directly by DT Four Partners, LLC.

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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