

SHORT W. JOHN
Form 4/A
August 01, 2011

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 *
SHORT W. JOHN

2. Issuer Name and Ticker or Trading Symbol
NUTRACEA [NTRZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5090 NORTH 40TH STREET, SUITE 400
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/15/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Executive Officer

PHOENIX, AZ 85018
(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)
07/20/2011

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.

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 1474
(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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------|------------------------------------|------------------|------------------|---|------|---|-----|-----|---------------------|--------------------|-----------------|----------------------------------|
| Stock Options | \$ 0.2 | 07/15/2011 | A ⁽³⁾ | 715,100 | | | | | (1) | (2)(4) | Common Stock | 715,110 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHORT W. JOHN 5090 NORTH 40TH STREET SUITE 400 PHOENIX, AZ 85018 | | | Chief Executive Officer | |

Signatures

W. John Short 08/01/2011
 **Signature of Date
 Reporting Person

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 options shall vest as follows: 1/12th of the options shall vest on the 15th day and the last day of the month for the next six (6) months, July through December 2011. The options shall be fully vested by 12/31/2011.
 CORRECTED EXPIRY: The options shall expire as follows: 54.9% of the options shall expire one year (July 15, 2012) after the Grant Date; 28.6% of the options shall expire two years (July 15, 2013) after the Grant Date; and the final 16.5% shall expire three years (July 15, 2014) after the Grant Date.
- (2) This is an amended filing.
 INCORRECT EXPIRY: The options shall expire as follows: 40% of the options shall expire one year (July 15, 2012) after the Grant Date; 30% of the options shall expire two years (July 15, 2013) after the Grant Date; and the final 30% shall expire three years (July 15, 2014) after the Grant Date.
- (3) This is an amended filing.
- (4) This is an amended filing.

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