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GRIFFIN LAND & NURSERIES INC Form 4 August 04, 2008 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Lescalleet Thomas M. Issuer Symbol **GRIFFIN LAND & NURSERIES** (Check all applicable) INC [GRIF] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X__Officer (give title Other (specify (Month/Day/Year) below) below) C/O GRIFFIN LAND & 08/01/2008 SVP Griffin Land division NURSERIES, INC., 90 SALMON BROOK STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **GRANBY, CT 06035** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial anv (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 08/01/2008 S 622 \$34 10,000 D D Stock

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amount of Derivative	e Deriv Secu
Security or Exercise any Code of (Month/Day/Year) Underlying Security	Secu
Securityor ExerciseanyCodeof(Month/Day/Year)UnderlyingSecurity(Instr. 3)Price of(Month/Day/Year)(Instr. 8)DerivativeSecurities(Instr. 5)	Bene
Derivative Securities (Instr. 3 and 4)	Owne
Security Acquired	Follo
(A) or	Repo
Disposed of (D)	Trans
(Instr. 3,	(Instr
(ind. 5, 4, and 5)	
Amount	
or	
Date Expiration Title Number Exercisable Date Title Number	
to	
Code V (A) (D) Shares	

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Reporting Owners

Reporting Owner Name / Address		Relationships			
		Director	10% Owner	Officer	Other
Lescalleet Thomas M. C/O GRIFFIN LAND & NU 90 SALMON BROOK STR GRANBY, CT 06035	· · · · · · · · · · · · · · · · · · ·			SVP Griffin Land division	
Signatures					
Thomas M Lescalleet	08/04/2008				

<u>**</u>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).

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.