

CADIZ INC

Form 4

January 25, 2006

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MORGAN STANLEY**

(Last) (First) (Middle)

**1585 BROADWAY**

(Street)

**NEW YORK, NY 10036**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**CADIZ INC [CDZI]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**09/27/2005**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock <u>(1)</u> <u>(2)</u>	09/27/2005		P		2,700	A	\$ 18.79
Common Stock <u>(1)</u> <u>(2)</u>	09/28/2005		P		1,000	A	\$ 18.64
Common Stock <u>(1)</u> <u>(2)</u>	09/29/2005		P		2,405	A	\$ 19.02
Common Stock <u>(1)</u> <u>(2)</u>	10/03/2005		P		1,500	A	\$ 19.67
Common Stock <u>(1)</u> <u>(2)</u>	10/04/2005		S		100	D	\$ 19.79
	10/04/2005		P		100	A	

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Common Stock <u>(1)</u> <u>(2)</u>					\$ 19.79		
Common Stock <u>(1)</u> <u>(2)</u>	10/04/2005	S	200	D	\$ 19.85	1,456,569	D
Common Stock <u>(1)</u> <u>(2)</u>	10/04/2005	P	200	A	\$ 19.85	1,456,769	D
Common Stock <u>(1)</u> <u>(2)</u>	10/11/2005	P	400	A	\$ 21.77	1,457,169	D
Common Stock <u>(1)</u> <u>(2)</u>	10/13/2005	P	2,504	A	\$ 21.87	1,459,673	D
Common Stock <u>(1)</u> <u>(2)</u>	10/14/2005	P	500	A	\$ 21.5	1,460,173	D
Common Stock <u>(1)</u> <u>(2)</u>	10/17/2005	P	364	A	\$ 21.64	1,460,537	D
Common Stock <u>(1)</u> <u>(2)</u>	10/19/2005	P	500	A	\$ 21.5	1,461,037	D
Common Stock <u>(1)</u> <u>(2)</u>	10/21/2005	P	500	A	\$ 21	1,461,537	D
Common Stock <u>(1)</u> <u>(2)</u>	10/25/2005	P	1,200	A	\$ 20.6	1,462,737	D
Common Stock <u>(1)</u> <u>(2)</u>	10/26/2005	P	3,000	A	\$ 20.54	1,465,737	D
Common Stock <u>(1)</u> <u>(2)</u>	10/26/2005	P	5,000	A	\$ 21.02	1,470,737	D
Common Stock <u>(1)</u> <u>(2)</u>	10/27/2005	P	500	A	\$ 21.02	1,471,237	D
Common Stock <u>(1)</u> <u>(2)</u>	10/27/2005	P	3,360	A	\$ 20.35	1,474,597	D
Common Stock <u>(1)</u> <u>(2)</u>	10/28/2005	P	4,500	A	\$ 19.97	1,479,097	D
Common Stock <u>(1)</u> <u>(2)</u>	10/31/2005	P	795	A	\$ 19.65	1,479,892	D
Common Stock <u>(1)</u> <u>(2)</u>	11/02/2005	P	3,500	A	\$ 19.74	1,483,392	D
Common Stock <u>(1)</u> <u>(2)</u>	11/03/2005	P	7,165	A	\$ 19.2	1,490,557	D
Common Stock <u>(1)</u> <u>(2)</u>	11/04/2005	P	3,804	A	\$ 19.04	1,494,361	D
Common Stock <u>(1)</u> <u>(2)</u>	11/07/2005	P	1,500	A	\$ 20.21	1,495,861	D
	11/10/2005	P	1,607	A	\$ 19.7	1,497,468	D

Common  
Stock

Common Stock <u>(1)</u> <u>(2)</u>	11/11/2005	P	500	A	\$ 19.75	1,497,968	D
Common Stock <u>(1)</u> <u>(2)</u>	11/15/2005	P	3,132	A	\$ 19.53	1,501,100	D
Common Stock <u>(1)</u> <u>(2)</u>	11/16/2005	P	2,000	A	\$ 19.82	1,503,100	D
Common Stock <u>(1)</u> <u>(2)</u>	11/17/2005	P	1,500	A	\$ 20	1,504,600	D

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

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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 (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. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036			X	

## Signatures

Morgan Stanley, By: /s/ Dennine Bullard, Executive Director

01/25/2006

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\_\_Signature of Reporting Person

Date

Morgan Stanley & Co. International Limited, By: /s/ R. Derek Bandeen, Managing Director

01/25/2006

\_\_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) This Form 4 is being filed by more than one reporting person. Morgan Stanley & Co. International Limited is a wholly owned subsidiary of Morgan Stanley. All shares held directly by Morgan Stanley & Co. International Limited are held indirectly by Morgan Stanley.
- (2) The reporting persons have disgorged to the issuer \$114,358.20 in short-swing profits as a consequence of the transactions reported on the Form 4s dated 1/25/2006 pursuant to section 16(b) of the Exchange Act of 1934.

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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