

CLOUD L CRAY JR
 Form 5
 August 13, 2009

FORM 5

**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).
 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 *
 CLOUD L CRAY JR

(Last) (First) (Middle)

1300 MAIN STREET, P.O. BOX 130

(Street)

ATCHISON, KS 66002

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 06/30/2009

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 Reporting

(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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common | Â | Â | Â | Â | Â | Â | 118,255 ⁽¹⁾ | D | Â |
| Common | 12/22/2008 | Â | G | 36,000 | D | \$ 0 | 2,582,105 | I | By Trust |
| Common | Â | Â | Â | Â | Â | Â | 12,560 | I | by Family Foundation |
| Common | Â | Â | Â | Â | Â | Â | 475,530 | I | By Spouse's Trust |
| Common | 01/12/2009 | Â | G | 18,000 | D | \$ 0 | 108,000 | I | By Trust 1 |

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| | | | | | | | | | |
|-----------|---|---|---|---|---|---|------------------|---|---------------------------------------|
| Common | Â | Â | Â | Â | Â | Â | 90,000 | I | By Trust 8 |
| Common | Â | Â | Â | Â | Â | Â | 90,000 | I | By Trust 9 |
| Common | Â | Â | Â | Â | Â | Â | 90,000 | I | By Trust 10 |
| Common | Â | Â | Â | Â | Â | Â | 40,082.28 (2) | I | By ESPP |
| Common | Â | Â | Â | Â | Â | Â | 0 (3) | I | By ESOP |
| Preferred | Â | Â | Â | Â | Â | Â | 111 | I | By MGP Ingredients Voting Trust |

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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|-------------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Stock Option | \$ 4.5 | Â | Â | Â | Â | Â | 04/13/2000 | 10/13/2009 | Common | 2,000 |
| Stock Option | \$ 4.8125 | Â | Â | Â | Â | Â | 04/12/2001 | 10/12/2010 | Common | 2,000 |
| Stock Option | \$ 5.575 | Â | Â | Â | Â | Â | 04/11/2002 | 10/11/2011 | Common | 2,000 |
| Stock Option | \$ 3.25 | Â | Â | Â | Â | Â | 04/11/2003 | 10/11/2012 | Common | 2,000 |
| Stock Option | \$ 4.375 | Â | Â | Â | Â | Â | 04/10/2004 | 10/12/2013 | Common | 2,000 |
| Stock Option | \$ 9.09 | Â | Â | Â | Â | Â | 04/16/2005 | 10/15/2014 | Common | 2,000 |
| Stock Option | \$ 10.45 | Â | Â | Â | Â | Â | 04/17/2006 | 10/14/2015 | Common | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CLOUD L CRAY JR 1300 MAIN STREET P.O. BOX 130 ATCHISON, KS 66002 | X | ^ | ^ | ^ |

Signatures

Cloud L. Cray,
Jr. 08/13/2009

__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) Includes a total distribution of 110,974 shares received from reporting person's ESOP.
- (2) Includes 10,894 shares acquired between the period of 07/21/2008 and 06/30/2009 under ESPP in a transaction exempt under 16b-3(c).
- (3) Includes 3,451 shares acquired between the period of 07/01/2008 and 06/30/2009 under ESOP in a transaction exempt under 16b-3(c); and then a total distribution of 110,974 shares directly held by the reporting person. Fractional share of 0.8170 distributed via cash.

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.