

MGP INGREDIENTS INC  
Form 4  
March 02, 2017

**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  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DYKSTRA DAVID E**

(Last) (First) (Middle)

**C/O MGP INGREDIENTS,  
INC., 100 COMMERCIAL STREET**

(Street)

**ATCHISON, KS 66002**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**MGP INGREDIENTS INC [MGPI]**

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

**02/28/2017**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Vice President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/28/2017		M		13,250	A	11	54,458	D	
Common Stock	02/28/2017		F		4,307	D	\$ 44.23	50,151	D	

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  
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SEC 1474  
(9-02)

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**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)
Restricted Stock Units	(1)	02/28/2017		M	13,250	(2)(3)	Common Stock 13,250
Restricted Stock Units	(4)					11/28/2017 11/28/2017	Common Stock 15,000
Restricted Stock Units	(5)					01/22/2019 01/22/2019	Common Stock 15,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DYKSTRA DAVID E C/O MGP INGREDIENTS, INC. 100 COMMERCIAL STREET ATCHISON, KS 66002			Vice President	

## Signatures

/s/ Lori Norlen as attorney-in-fact for David Dykstra      03/02/2017

\_\_\_\_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) Restricted stock units convert into common stock on a one-for-one basis.
- (2) On March 1, 2012, the reporting person was granted 13,250 restricted stock units, cliff vesting 5 years from the date of grant.
- (3) This date was originally reported as 3/1/2017, but should have been 2/28/2017, 5 years after the 3/1/2012 award date. The share close price on 2/28/2017 was the conversion price of the derivative security.
- (4) Performance-based restricted stock unit award which will cliff vest on November 28, 2017, 5 years after the award date.

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(5) Performance-based restricted stock unit award which will cliff vest on January 22, 2019, 5 years after the award date.

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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