**CADIZ INC** Form 4 July 10, 2006

# FORM 4

### **OMB APPROVAL**

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005 Estimated average

Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

burden hours per response... 0.5

may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Peloton Partners, LLP

(Street)

07/07/2006

07/07/2006

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

CADIZ INC [CDZI]

(Check all applicable)

(Last)

Common Stock,

\$0.01 par

("Common Stock")

value

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

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

17 BROADWICK STREET

07/07/2006

below) 6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

P

Applicable Line)

Filed(Month/Day/Year) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

16,900 A \$ 17.365 67,200

Person

LONDON, X0 W1F 0DJ

(City)	(State) (	Zip) Table	e I - Non-D	erivative S	Securi	ties Acquire	ed, Disposed of, o	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired (A) onor Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price			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)
Common Stock, \$0.01 par value ("Common Stock")	07/07/2006	07/07/2006	P	67,200	A	\$ 17.55	67,200	I	See Footnote (1)

See

(1)

Footnote

I

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Common Stock,

See \$0.01 par 07/07/2006 07/07/2006 3,738 67,200 Ι Footnote value (1)

("Common Stock")

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise (Instr. 3) Price of (Month/Day/Year) Derivative Security

TransactionNumber Code of (Instr. 8) Derivative Securities

Acquired

Disposed

(Instr. 3, 4, and 5)

(A) or

of (D)

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)

Bene Own Follo Repo Trans (Insti

9. Nu

Deriv

Secu

Amount Date Expiration Title Number Exercisable Date of Shares

Code V (A) (D)

**Reporting Owners** 

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

> > X

Peloton Partners, LLP

17 BROADWICK STREET LONDON, X0 W1F 0DJ

**Signatures** 

/s/ Geoffrey Grant; Chief Investment Officer

07/10/2006

\*\*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)** 

Reporting Owners 2

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The shares of Common Stock to which this line refers are held indirectly by Peloton Partners, LLP (the "Reporting Person"), in its capacity as the registered investment adviser of certain funds. The Reporting Person is a registered investment adviser and as such disclaims all beneficial ownership of these shares and in any case disclaims beneficial ownership of these shares except to the extent of the Reporting Person's pecuniary interest in the shares. The Reporting Person is a registered investment adviser but has elected to file Form 3 nonetheless.

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.