

ENGLANDER ISRAEL A  
Form 4  
March 02, 2010

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MILLENCO LLC**

(Last) (First) (Middle)

**666 FIFTH AVENUE, 8TH  
FLOOR,**

(Street)

**NEW YORK, NY 10103-0899**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**Vaughan Foods, Inc. [FOOD]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/26/2010**

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)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock                       | 02/26/2010                              |                                                             | S                                    | V Amount (A) or (D) Price<br>177,000 D \$<br>0.57                   | 0                                                                                                                  | 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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
**(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. I<br>De<br>Sec<br>(In         |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date<br>Exercisable<br>Expiration<br>Date                      | Title                                                               | Amount or<br>Number of<br>Shares |
| Class A<br>Warrants                                 | \$ 9.75                                                               |                                         |                                                             |                                         |                                                                                                                       | 07/27/2007 06/27/2012                                          | Common<br>Stock                                                     | 177,000                          |
| Class B<br>Warrants                                 | \$ 13                                                                 |                                         |                                                             |                                         |                                                                                                                       | 07/27/2007 06/27/2012                                          | Common<br>Stock                                                     | 177,000                          |

## Reporting Owners

| Reporting Owner Name / Address                                                                                | Relationships                    |
|---------------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                               | Director 10% Owner Officer Other |
| MILLENCO LLC<br>666 FIFTH AVENUE, 8TH FLOOR<br>NEW YORK, NY 10103-0899                                        | X                                |
| MILLENNIUM MANAGEMENT LLC<br>666 FIFTH AVENUE, 8TH FLOOR<br>NEW YORK, NY 10103-0899                           | May be deemed a group member.    |
| ENGLANDER ISRAEL A<br>C/O MILLENNIUM MANAGEMENT LLC<br>666 FIFTH AVENUE, 8TH FLOOR<br>NEW YORK, NY 10103-0899 | May be deemed a group member.    |

## Signatures

\*Mark Meskin, Chief Executive Officer 03/01/2010

\_\_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) As of the date of this Form 4, Millenco LLC, a Delaware limited liability company ("Millenco"), is the beneficial owner of 354,000 shares of the common stock, par value \$0.001 per share ("Common Stock"), of Vaughan Foods, Inc. (the "Issuer"), consisting of 177,000 Class A warrants and 177,000 Class B warrants. Each Class A warrant entitles the holder to purchase one share of the Issuer's Common Stock at an exercise price of \$9.75 per share ("Class A Warrants"). Each Class B warrant entitles the holder to buy one share of the Issuer's Common Stock at an exercise price of \$13.00 per share ("Class B Warrants"). The Class A Warrants and Class B Warrants expire on June 27, 2012.

(2)

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Millennium Management LLC, a Delaware limited liability company ("Millennium Management"), is the manager of Millenco, and may be deemed to have shared voting control and investment discretion over securities owned by Millenco. Israel A. Englander, a United States citizen ("Mr. Englander"), is the managing member of Millennium Management. Consequently, Mr. Englander may also be deemed to have shared voting control and investment discretion over securities owned by Millenco. The foregoing should not be construed in and of itself as an admission by Millennium Management or Mr. Englander as to beneficial ownership of the securities owned by Millenco.

### Remarks:

\* MILLENCO LLC By: Mark Meskin, Chief Executive Officer

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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