

CALAVO GROWERS INC

Form 4

October 14, 2008

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HAUSE MICHAEL D

2. Issuer Name **and** Ticker or Trading
Symbol
CALAVO GROWERS INC
[CVGW]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1141A CUMMINGS ROAD

(Street)

SANTA PAULA, CA 93060

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
10/10/2008

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

6. Individual or Joint/Group Filing(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 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	10/10/2008		M		5,000	A \$ 7	10,200 D
Common Stock	10/10/2008		S		1,720	D \$ 12	8,480 D
Common Stock	10/10/2008		S		100	D \$ 12.01	8,380 D
Common Stock	10/10/2008		S		300	D \$ 12.12	8,080 D
Common Stock	10/13/2008		S		2,800	D \$ 12.01	5,200 D

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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. Price or Value of Derivative Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 7	10/10/2008		X	5,000	<u>(1)</u>	<u>(1)</u>	Common Stock	5,000	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HAUSE MICHAEL D 1141A CUMMINGS ROAD SANTA PAULA, CA 93060	X

Signatures

/s/ Michael D.
Hause 10/14/2008

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).

The option's vesting schedule at date of grant was as follows: 8,000 shares vested 12-16-04 and remaining exercisable until 12-15-09. 8,000 shares vested 12-16-05 and remain exercisable until 12-15-10. 9,000 shares vested on 12-16-06 and remain exercisable until 12-15-11. The option is conditioned upon Reporting Person being a member of the Board of Directors of Issuer and the vested portion of the option will remain exercisable for one year after Reporting Person is no longer a member of the Board of Directors of Issuer.

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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