

Seaberg Karen
Form 5/A
May 16, 2013

FORM 5

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

OMB APPROVAL
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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 *
Seaberg Karen

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

20073 266TH ROAD

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

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

ATCHISON, KS 66002

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
05/14/2013

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)
				(A) or (D) Amount Price			
Common Stock	12/12/2012	Â	J4	12,910 ⁽²⁾ A \$ 0	12,910 ⁽¹⁾ ₍₂₎	I ⁽¹⁾	by Cray Family Management LLC
Common Stock	12/21/2012 ⁽¹⁾	Â	J4	5,090 ⁽²⁾ A \$ 0	18,000 ⁽¹⁾ ₍₂₎	I ⁽¹⁾	by Cray Family Management LLC
	12/30/2012	Â	J4	D \$ 0	0 ⁽³⁾	I ⁽³⁾	

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Common Stock				18,000 ⁽²⁾ <u>(3)</u>					by Cray Family Management LLC
Common Stock	12/30/2012	Â	J4	2,573,967 ⁽²⁾ <u>(2)</u>	A	\$ 0	2,573,967 ⁽⁴⁾ <u>(2) (4)</u>	I ⁽⁴⁾ <u>(5)</u>	by Cray MGP Holdings LP ⁽⁵⁾ <u>(5)</u>
Common Stock	Â	Â	Â	Â	Â	Â	9,369	D	Â

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 Number of Shares
Restricted Stock Units ⁽⁶⁾ <u>(6)</u>	Â	Â	Â	Â	Â (A) (D)	Â ⁽⁸⁾ <u>(8)</u> Â ⁽⁸⁾ <u>(8)</u>	Common Stock	3,908

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Seaberg Karen 20073 266TH ROAD ATCHISON, KS 66002	Â X	Â X	Â	Â

Signatures

Carl W. Struby, by power of attorney
05/16/2013

**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).

- This filing amends a Form 5 dated May 14, 2013 (the "Original Report"), which showed 12,910 shares and 5,090 shares which were acquired as directly owned. The amounts shown as owned after the transactions reported included 9,369 shares previously reported as directly owned. The 12,910 and 5,090 shares acquired were not directly owned, but indirectly beneficially owned through Cray Family Management LLC, of which the Reporting Person has a 1/3 interest and is manager. This report corrects the amount shown as beneficially owned and the nature of ownership after these two transactions. The report also corrects the date of the transaction shown in table I involving 5,090 shares from 12/12/2012 to 12/21/2012. See the Original Report for additional information.
- (1) As indicated in the Original Report, the Reporting Person disclaims beneficial ownership of these shares except to the extent of her pecuniary interest in such shares.
- As reported in the Original Report, these shares were contributed to Cray MGP Holdings LP. The amount shown as directly beneficially owned after the transaction was 9,369. The shares contributed were owned of record by Cray Family Management LLC, and the amount that should have been reported as owned indirectly through that entity after the transaction was 0. See the Original Report for further information.
- (3) Information on this transaction is included in the Original Report. This amendment corrects the nature of ownership from direct to indirect, and the number of shares beneficially owned from 2,583,336 to 2,573,967. The Original Report erroneously included 9,369 shares that were directly owned by the Reporting Person.
- (4) As indicated in the Original Report, Cray MGP Holdings LP is the record owner of these shares. The Cloud L Cray Gift Trust, whose beneficiaries are descendants of Cloud L. Cray, Jr., the Reporting Person's father, holds a 65% limited partnership interest in Cray MGP Holdings LP which it acquired by gift from Mr. Cray on December 26, 2012. Cray Family Management LLC is a 1% general partner of Cray MGP Holdings LP, and the Reporting Person is a 1/3 member and manager of Cray Family Management LLC. She also is trustee of the Gift Trust.
- (5) These restricted stock units were previously reported in a Form 4A filed on December 7, 2012, but were omitted from the Original Report on Form 5 filed on May 14, 2013.
- (6) Each restricted stock unit (RSU) represents a contingent right to receive one share of the issuer's common stock.
- (7) The RSUs will vest on June 1, 2015 and the shares will be valued at the closing market price on that date and delivered to the Reporting Person.
- (8)

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.