RIZ JOSEPH Form 4 December 09, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

7. Nature of

Indirect

Beneficial

(Instr. 4)

Ownership

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

subject to Section 16. Form 4 or Form 5 obligations

Check this box

if no longer

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

(Last)

Security

(Instr. 3)

common

shares

1. Name and Address of Reporting Person * **RIZ JOSEPH**

(First)

(Middle)

36 TORONTO ST STE 850, TORONTO ONTARIO

(Street)

2. Issuer Name and Ticker or Trading Symbol

SUNOPTA INC [stk1]

3. Date of Earliest Transaction

(Month/Day/Year) 12/10/2004

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

> 6. Ownership

Form: Direct

Indirect (I)

(D) or

CANADA, A6 H5C2E5

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

12/08/2005

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities Acquired

Execution Date, if Code (Month/Day/Year)

Code V

X

(Instr. 8)

Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5)

(A) or (D) Amount Price

10,000

Following Reported Transaction(s) (Instr. 3 and 4)

51,100

1.313

5. Amount of

Securities

Owned

Beneficially

(Instr. 4)

D

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

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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 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. Transactio Code (Instr. 8)	5. Number of tiorDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
options	\$ 1.313	12/08/2005		X		10,000	12/08/2005	12/20/2005	common shares	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
RIZ JOSEPH 36 TORONTO ST STE 850 TORONTO ONTARIO CANADA, A6 H5C2E5	X						

Signatures

Joseph Riz 12/09/2005

**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).

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.

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