

FERRAZZANO FRED J

Form 4/A

October 03, 2007

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
FERRAZZANO FRED J

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 RD

(Street)

SANTA PAULA, CA 93060

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
04/11/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)
04/13/2007

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	04/11/2007		S		500 D \$ 11.6 28,551	I	See Note (1) (4)
Common Stock	04/13/2007		S		4,500 D \$ 11.65 24,051	I	See Note (1) (4) (5)
Common Stock	04/13/2007		S		200 D \$ 11.6 23,851	I	See Note (1) (4) (5)
Common Stock	04/20/2007		S		3,000 D \$ 12 20,851	I	See Note (1) (4)
Common Stock	04/23/2007		S		200 D \$ 12.5 46,526	I	See Note (2) (4)

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Common Stock	04/24/2007	S	3,000	D	\$ 12.5	17,851	I	See Note (1) (4)
Common Stock	04/24/2007	S	2,800	D	\$ 12.5	43,726	I	See Note (2) (4)
Common Stock	04/24/2007	S	3,000	D	\$ 12.5	53,374	I	See Note (3) (4)
Common Stock	09/28/2007	S	2,000	D	\$ 19.5	41,726	I	See Note (2)
Common Stock	09/28/2007	S	2,000	D	\$ 19.75	39,726	I	See Note (2)

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

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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)

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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Trans (Instr.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FERRAZZANO FRED J 1141A CUMMINGS RD SANTA PAULA, CA 93060	X

Signatures

/s/ Fred J.
Ferrazzano 10/03/2007

__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) Shares are held by Reporting Person indirectly through a family trust, The Fred Ferrazzano and Joan Ferrazzano Trust, dated January 17, 2002, by Fred Ferrazzano and Joan Ferrazzano as trustss (the "Trust")
- (2) Shares are held indirectly in an Individual Retirement Account in the name of Joan Ferrazzano, spouse of Reporting Person "(Spouse's IRA)".
- (3) Shares are held indirectly in an Individual Retirement Account in the name of Reporting Person ("Reporting Person's IRA").
- (4) Correction of prior reporting of shares of common stock of Issuer held by Reporting Person to separate the holdings between the Trust, Spouse's IRA and Reporting Person's IRA.
- (5) Correction of the number of shares and selling price of common stock of Issuer sold by Reporting Person from 4,500 at \$11.65 to 4,500 at \$11.65 and 200 at \$11.60.

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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