CADIZ INC Form 4 May 22, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

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(b).

(Last)

(City)

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * Hickox Winston H

> (First) (Middle)

> > (Zip)

C/O CADIZ INC., 550 SOUTH HOPE STREET, SUITE 2850

LOS ANGELES, CA 90071

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

CADIZ INC [CDZI]

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

05/20/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

(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

5. Relationship of Reporting Person(s) to

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

Issuer

| 1.Title of | 2. Transaction Date | ate 2A. Deemed 3. 4. Securities Acqui | | cquired | 5. Amount of | 6. Ownership | 7. Nature of | | |
|-----------------|---------------------|---------------------------------------|------------|------------|--------------|--------------|------------------|--------------|------------|
| Security | (Month/Day/Year) | Execution Date, if | Transactio | n(A) or Di | spose | d of (D) | Securities | Form: Direct | Indirect |
| (Instr. 3) | | any | Code | (Instr. 3, | 4 and | 5) | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | | | | Owned | Indirect (I) | Ownership |
| | | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | (A) | | Reported | | | |
| | | | | | (A) | | Transaction(s) | | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | |
| Common Stock | 05/20/2014 | | P | 320 | A | \$ 7.941 | 53,783 | D | |
| Common Stock | | | | | | | 15,000 | I | By Spouse |

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)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | | 4. Transacti | 5. onNumber | 6. Date Exerc Expiration D | | 7. Title Amount | | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|---|--------------------------------------|------------------|--------------------|----------------|-------------------------------|--------------------|----------------------|--------|------------------------|---|
| Security (Instr. 3) | or Exercise Price of Derivative Security | (Monan Day) Teal) | (Month/Day/Year) | Code (Instr. 8) | of | (Month/Day/Year) ve es d | | Underly Securitie | lying | Security (Instr. 5) | Secur Bene Owne Follo Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title N | Number | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hickox Winston H
C/O CADIZ INC.
550 SOUTH HOPE STREET, SUITE 2850
LOS ANGELES, CA 90071

Signatures

Winston H. 05/22/2014 Hickox

**Signature of Date
Reporting Person

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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