TEJON RANCH CO

Form 4

December 21, 2015

FORM 4

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

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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)

(Print or Type Responses)

1. Name and Address of Reporting Person * TOWERVIEW LLC

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

TEJON RANCH CO [TRC] 3. Date of Earliest Transaction

(Check all applicable)

460 PARK AVENUE

(Month/Day/Year)

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

12/18/2015

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

NEW YORK, NY 10022

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Common Stock	12/18/2015		P	590	A	\$ 19.15	2,745,000	D	
Common Stock	12/18/2015		P	452	A	\$ 19.1	2,745,452	D	
Common Stock	12/21/2015		P	4,548	A	\$ 19.1	2,750,000	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)

2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
Derivative				Securities			(Instr.	3 and 4)		Own
Security				Acquired						Follo
				(A) or						Repo
				Disposed						Trans
				of (D)						(Instr
				(Instr. 3,						
				4, and 5)						
								Amount		
					Date	Expiration	Title			
					Exercisable	sable Date				
			Code V	(A) (D)						
	or Exercise Price of Derivative	Conversion (Month/Day/Year) or Exercise Price of Derivative	or Exercise any Price of (Month/Day/Year) Derivative	Conversion or Exercise any Code Price of (Month/Day/Year) Execution Date, if Transaction Exercise Price of (Month/Day/Year) (Instr. 8) Derivative Security	Conversion or Exercise any Code of Price of Privative Security Security Security Transaction Date, if any Code of (Month/Day/Year) (Instr. 8) Derivative Security Security Acquired (A) or Disposed of (D) (Instr. 3,	Conversion or Exercise Price of Derivative Security Code of (Month/Day/Year) Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) (Instr. 8) Derivative Securities Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable	Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) Price of Privative Security Securi	Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amount or Exercise any Code of (Month/Day/Year) Under Security Code of (Month/Day/Year) Under Securities (Instr. 8) Derivative Securities (Instr. 8) Derivative Securities (Instr. 8) Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date Expiration Date Amount of Code of (Month/Day/Year) Under Securities (Instr. 8) Derivative Securities (Instr. 8) Derivative Securities (Instr. 8) Disposed of (D) (Instr. 3, 4, and 5)	Conversion of Exercise Conversion of Exercise Code C	Conversion (Month/Day/Year) Execution Date, if any any (Instr. 8) Derivative Securities (Instr. 5) Derivative Securities (Instr. 5) Derivative Security (Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 5) Derivative Securities (Instr. 5) Date Expiration Date (Month/Day/Year) (Instr. 5) Date Expiration Date (Month/Day/Year) (Instr. 5) Date Expiration Date (Month/Day/Year) (Instr. 5) Derivative Securities (Instr. 5) Securities (Instr. 5) Date Expiration Date (Instr. 5) Date Expiration Date (Instr. 6) Date Date Off (D) Securities (Instr. 6) Date Date Off (D) Securities (Instr. 6) Date Date Off (D) Securities (Instr. 6) Date Date Off (D) Securities (Instr. 6) Date Off (D) Securities (D) Date Off (D) Securities (Instr. 6) Date Off (D) Securities (Instr. 6) Date Off (D) Securities (D) Date Off (D) Date

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 6	Director	10% Owner	Officer	Other			
TOWERVIEW LLC 460 PARK AVENUE NEW YORK, NY 10022	X	X					
TISCH DANIEL R 460 PARK AVENUE NEW YORK, NY 10022	X	X					

Signatures

Daniel R. Tisch	12/21/2015
**Signature of Reporting Person	Date
Daniel R. Tisch	12/21/2015
**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).

Remarks:

1. In addition to the shares reported on this Form 4, Daniel R. Tisch owns 26,543 Shares of Common Stock of the Issuer and I owns 717,172 Shares of Common Stock of the Issuer. Daniel R. Tisch, TowerView LLC and DT Four Partners LLC also resp 105,393 Warrants to purchase the Issuer's Common Stock at \$40 per share which expire on August 16, 2016. Daniel R. Tisch TowerView LLC and DT Four Partners LLC and may be deemed to have a pecuniary interest in securities owned by them.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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