

TEJON RANCH CO  
Form 8-K  
May 11, 2011

## FORM 8-K

**Date of Report (Date of earliest event reported) May 11, 2011**

### Tejon Ranch Co.

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction

of Incorporation)

**1-7183**  
(Commission

File Number)

**77-0196136**  
(IRS Employer

Identification No.)

**P. O. Box 1000, Lebec, California**  
(Address of Principal Executive Offices)

**93243**  
(Zip Code)

**Registrant's telephone number, including area code 661 248-3000**

**Not applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

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- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 5.07 Submission of Matters to a Vote of Security Holders**

On May 10, 2011, Tejon Ranch Co. held an annual meeting of its shareholders. Four proposals were acted on at that meeting: (1) The election of three Class III Directors, (2) The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm, (3) An advisory resolution on executive compensation, and (4) An advisory vote on the frequency of the advisory vote on executive compensation. Tejon Ranch Co. shareholders reelected all three of the Class III Directors, approved the appointment of Ernst & Young LLP, in an advisory vote approved the compensation plan of the Company, and in an advisory vote approved a three year frequency for holding an advisory vote or compensation. Following are the votes cast for or withheld for each director.

	<b>For</b>	<b>Withheld</b>	<b>Not voted</b>
John L. Goolsby	13,763,445	3,374,859	2,632,268
Norman Metcalfe	13,765,620	3,372,684	2,632,268
Kent G. Snyder	14,687,409	2,450,895	2,632,268

Following are the votes cast for and against ratification of independent registered public accounting firm:

<b>For</b>	<b>Against</b>	<b>Not Voted</b>
17,066,742	71,562	2,632,268

Following are the votes cast related to the advisory resolution on executive compensation:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Not Voted</b>
9,113,023	5,307,337	519,403	4,830,809

Following are the votes cast related to frequency of the advisory vote on executive compensation:

<b>One Year</b>	<b>Two Years</b>	<b>Three Years</b>	<b>Abstain</b>	<b>Not Voted</b>
5,220,182	46,654	9,186,503	486,424	4,830,809

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 11, 2011

TEJON RANCH CO.

By: /s/ ALLEN E. LYDA  
Name: **Allen E. Lyda**  
Title: **Senior Vice President, and Chief Financial Officer**