LANCASTER COLONY CORP
Form 10-Q
February 09, 2012
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

Form 10-Q

(Mark One)

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended December 31, 2011

or

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 000-04065

Lancaster Colony Corporation

(Exact name of registrant as specified in its charter)

Ohio	**13-1955943**
(State or other jurisdiction of	**(I.R.S. Employer**
incorporation or organization)	**Identification No.)**
37 West Broad Street	
Columbus, Ohio	**43215**
(Address of principal executive offices)	**(Zip Code)**

614-224-7141

(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes ¨ No x

As of January 26, 2012, there were approximately 27,256,000 shares of Common Stock, without par value, outstanding.

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LANCASTER COLONY CORPORATION AND SUBSIDIARIES

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PART I FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements

LANCASTER COLONY CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(UNAUDITED)

(Amounts in thousands, except share data)	September 30, December 31 2011	September 30, June 30 2011
ASSETS		
Current Assets:		
Cash and equivalents	**$ 162,381**	$ 132,266
Receivables (less allowance for doubtful accounts, December $605; June $570)	**84,246**	63,762
Inventories:		
Raw materials	**35,697**	36,785
Finished goods and work in process	**57,606**	75,100
Total inventories	**93,303**	111,885
Deferred income taxes and other current assets	**19,343**	25,283
Total current assets	**359,273**	333,196
Property, Plant and Equipment:		
Land, buildings and improvements	**139,935**	141,175
Machinery and equipment	**274,048**	263,449
Total cost	**413,983**	404,624
Less accumulated depreciation	**228,147**	219,342
Property, plant and equipment net	**185,836**	185,282
Other Assets:		
Goodwill	**89,840**	89,840
Other intangible assets net	**7,768**	8,350
Other noncurrent assets	**6,018**	5,421
Total	**$ 648,735**	$ 622,089
LIABILITIES AND SHAREHOLDERS EQUITY		
Current Liabilities:		
Accounts payable	**$ 37,196**	$ 42,570
Accrued liabilities	**35,944**	33,586
Total current liabilities	**73,140**	76,156
Other Noncurrent Liabilities	**13,816**	13,646
Deferred Income Taxes	**18,376**	14,748

Shareholders Equity:				
Preferred stock authorized 3,050,000 shares; outstanding none				
Common stock authorized 75,000,000 shares; outstanding December 27,256,207 shares; June 27,385,781 shares		**98,342**		97,197
Retained earnings		**1,183,494**		1,150,683
Accumulated other comprehensive loss		**(6,944)**		(7,043)
Common stock in treasury, at cost		**(731,489)**		(723,298)
Total shareholders equity		**543,403**		517,539
Total	**$**	**648,735**	$	622,089

See accompanying notes to condensed consolidated financial statements.

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LANCASTER COLONY CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(UNAUDITED)

(Amounts in thousands, except per share data)	September 30, Three Months Ended December 31 2011	September 30, 2010	September 30, Six Months Ended December 31 2011	September 30, 2010
Net Sales	**$ 311,786**	$ 316,238	**$ 586,302**	$ 581,289
Cost of Sales	**241,927**	237,994	**461,013**	444,974
Gross Margin	**69,859**	78,244	**125,289**	136,315
Selling, General and Administrative Expenses	**26,149**	26,136	**49,067**	49,381
Operating Income	**43,710**	52,108	**76,222**	86,934
Other Income:				
Other income Continued Dumping and Subsidy Offset Act	**2,701**	961	**2,701**	961
Interest income and other net	**38**	79	34	95
Income Before Income Taxes	**46,449**	53,148	**78,957**	87,990
Taxes Based on Income	**16,076**	18,285	**27,326**	30,360
Net Income	**$ 30,373**	$ 34,863	**$ 51,631**	$ 57,630
Net Income Per Common Share:				
Basic and Diluted	**$ 1.11**	$ 1.25	**$ 1.89**	$ 2.06
Cash Dividends Per Common Share	**$ .36**	$ .33	**$ .69**	$ .63
Weighted Average Common Shares Outstanding:				
Basic	**27,206**	27,758	**27,248**	27,886
Diluted	**27,240**	27,785	**27,277**	27,911

See accompanying notes to condensed consolidated financial statements.

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LANCASTER COLONY CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

(Amounts in thousands)	September 30, Six Months Ended December 31 2011	September 30, 2010
Cash Flows From Operating Activities:		
Net income	**$ 51,631**	$ 57,630
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	**10,113**	9,823
Deferred income taxes and other noncash changes	**4,401**	1,546
Loss on sale of property		14
Pension plan activity	**(1,067)**	233
Changes in operating assets and liabilities:		
Receivables	**(20,530)**	(20,785)
Inventories	**18,582**	27,788
Other current assets	**6,173**	5,328
Accounts payable and accrued liabilities	**(2,684)**	(6,108)
Net cash provided by operating activities	**66,619**	75,469
Cash Flows From Investing Activities:		
Payments on property additions	**(9,080)**	(14,223)
Proceeds from sale of property		19
Other net	**(491)**	335
Net cash used in investing activities	**(9,571)**	(13,869)
Cash Flows From Financing Activities:		
Purchase of treasury stock	**(8,191)**	(25,810)
Payment of dividends	**(18,820)**	(17,567)
Proceeds from the exercise of stock awards, including tax benefits	**78**	6
Net cash used in financing activities	**(26,933)**	(43,371)
Net change in cash and equivalents	**30,115**	18,229
Cash and equivalents at beginning of year	**132,266**	100,890
Cash and equivalents at end of period	**$ 162,381**	$ 119,119
Supplemental Disclosure of Operating Cash Flows:		
Cash paid during the period for income taxes	**$ 14,539**	$ 20,921

See accompanying notes to condensed consolidated financial statements.

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LANCASTER COLONY CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in thousands, except per share data)

Note 1 Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In our opinion, the interim condensed consolidated financial statements reflect all adjustments necessary for a fair presentation of the results of operations and financial position for such periods. All such adjustments reflected in the interim condensed consolidated financial statements are considered to be of a normal recurring nature. The results of operations for any interim period are not necessarily indicative of results for the full year. Accordingly, these financial statements should be read in conjunction with the financial statements and notes thereto contained in our 2011 Annual Report on Form 10-K. Unless otherwise noted, the term year and references to a particular year pertain to our fiscal year, which begins on July 1 and ends on June 30; for example, 2012 refers to fiscal 2012, which is the period from July 1, 2011 to June 30, 2012.

Subsequent Events

We have evaluated events occurring between the end of our most recent fiscal quarter and the date the financial statements were issued and noted no events that would require recognition or disclosure in these financial statements.

Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation. Purchases of property, plant and equipment included in accounts payable are as follows:

	September 30, December 31 2011	September 30, December 31 2010
Construction in progress in accounts payable	**$ 438**	$ 41

These purchases, less the preceding June 30 balances, have been excluded from the property additions and the change in accounts payable in the Condensed Consolidated Statements of Cash Flows.

Held for Sale

As a result of various prior-years restructuring and divestiture activities, we have certain held for sale properties with a total net book value of approximately $2.9 million at December 31, 2011. This balance is included in Other Noncurrent Assets on the Condensed Consolidated Balance Sheet. In accordance with GAAP for property, plant and equipment, we are no longer depreciating these held for sale assets and they are being actively marketed for sale.

Accrued Distribution

Accrued distribution costs included in accrued liabilities were approximately $5.5 million and $3.9 million at December 31, 2011 and June 30, 2011, respectively.

Earnings Per Share

Earnings per share (EPS) is computed based on the weighted average number of shares of common stock and common stock equivalents (restricted stock and stock-settled stock appreciation rights) outstanding during each period. Unvested shares of restricted stock granted to employees are considered participating securities since employees receive nonforfeitable dividends prior to vesting and, therefore, are included in the earnings allocation in computing EPS under the two-class method. Basic EPS excludes dilution and is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted EPS is computed by dividing income available to common shareholders by the diluted weighted average number of common shares outstanding during the

LANCASTER COLONY CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in thousands, except per share data)

period, which includes the dilutive potential common shares associated with restricted stock and stock-settled stock appreciation rights.

Basic and diluted net income per common share were calculated as follows:

	September 30,	September 30,	September 30,	September 30,
	Three Months Ended December 31		Six Months Ended December 31	
	2011	2010	2011	2010
Net income	**$ 30,373**	$ 34,863	**$ 51,631**	$ 57,630
Net income available to participating securities	**(39)**	(64)	**(66)**	(105)
Net income available to common shareholders	**$ 30,334**	$ 34,799	**$ 51,565**	$ 57,525
Weighted average common shares outstanding basic	**27,206**	27,758	**27,248**	27,886
Incremental share effect from:				
Restricted stock	4	4	5	5
Stock-settled stock appreciation rights	30	23	24	20
Weighted average common shares outstanding diluted	**27,240**	27,785	**27,277**	27,911
Net income per common share basic and diluted	**$ 1.11**	$ 1.25	**$ 1.89**	$ 2.06

Comprehensive Income

Total comprehensive income for the three and six months ended December 31, 2011 was approximately $30.4 million and $51.7 million, respectively. Total comprehensive income for the three and six months ended December 31, 2010 was approximately $35.0 million and $57.8 million, respectively. The December 31, 2011 and 2010 comprehensive income consists of net income and pension and postretirement amortization.

Significant Accounting Policies

There were no changes to our Significant Accounting Policies from those disclosed in our 2011 Annual Report on Form 10-K.

Note 2 Impact of Recently Issued Accounting Standards

In December 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-12, *Comprehensive Income: Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05* (ASU 11-12). This ASU indefinitely defers the effective date pertaining to reclassification adjustments out of accumulated other comprehensive income as set forth in ASU No. 2011-05, *Comprehensive Income: Presentation of Comprehensive Income* (ASU 11-05). ASU 11-12 has the same effective date as the unaffected provisions of ASU 11-05, for interim and annual periods beginning after December 15, 2011, with early adoption permitted. We do not expect the adoption of this update to have a material impact on our financial position or results of operations.

In June 2011, the FASB issued ASU 11-05. This ASU amends current comprehensive income guidance to eliminate the option to present the components of other comprehensive income as part of the statement of shareholders equity. Instead, it requires entities to report components of comprehensive income in either (1) a continuous statement of comprehensive income or (2) two separate but consecutive statements. ASU 11-05 will be effective for public companies for interim and annual periods beginning after December 15, 2011, with early adoption permitted. As noted above, portions of this ASU relating to reclassifications were indefinitely deferred with the issuance of ASU 11-12. We do not expect the adoption of this update to have a material impact on our financial position or results of operations.

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In September 2011, the FASB issued ASU No. 2011-09, *Compensation Retirement Benefits Multiemployer Plans: Disclosures about an Employer s Participation in a Multiemployer Plan* (ASU 11-09). This ASU requires that employers provide additional separate quantitative and qualitative disclosures for multiemployer pension plans and multiemployer other postretirement benefit plans. ASU 11-09 will be effective for annual periods for fiscal years ending after December 15, 2011, with early adoption permitted. We do not expect the adoption of this update to have a material impact on our financial position or results of operations.

In September 2011, the FASB issued ASU No. 2011-08, *Intangibles Goodwill and Other: Testing Goodwill for Impairment* (ASU 11-08). This ASU permits an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. The entity is not required to calculate the fair value of a reporting unit unless the entity determines that it is more likely than not that its fair value is less than its carrying value. ASU 11-08 will be effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, with early adoption permitted. We do not expect the adoption of this update to have a material impact on our financial position or results of operations.

Note 3 Goodwill and Other Intangible Assets

Goodwill attributable to the Specialty Foods segment was approximately $89.8 million at December 31, 2011 and June 30, 2011.

The following table summarizes our identifiable other intangible assets, all included in the Specialty Foods segment:

	September 30, December 31 2011	**September 30, June 30 2011**
Trademarks (40-year life)		
Gross carrying value	**$ 370**	$ 370
Accumulated amortization	**(191)**	(186)
Net Carrying Value	**$ 179**	$ 184
Customer Relationships (12 to 15-year life)		
Gross carrying value	**$ 13,020**	$ 13,020
Accumulated amortization	**(5,459)**	(4,991)
Net Carrying Value	**$ 7,561**	$ 8,029
Non-compete Agreements (5 to 8-year life)		
Gross carrying value	**$ 1,540**	$ 1,540
Accumulated amortization	**(1,512)**	(1,403)
Net Carrying Value	**$ 28**	$ 137
Total Net Carrying Value	**$ 7,768**	$ 8,350

Amortization expense relating to these assets was as follows:

	September 30, Three Months Ended December 31 2011	September 30, 2010	September 30, Six Months Ended December 31 2011	September 30, 2010
Amortization expense	**$ 291**	$ 291	**$ 582**	$ 582

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in thousands, except per share data)

Total annual amortization expense for each of the next five years is estimated to be as follows:

	Septr 30,
2013	$ 946
2014	$ 946
2015	$ 946
2016	$ 775
2017	$ 604

Note 4 Debt

At December 31, 2011 and June 30, 2011, we had an unsecured revolving credit facility under which we may borrow up to a maximum of $160 million at any one time, with the potential to expand the total credit availability to $260 million based on obtaining consent of the issuing bank and certain other conditions. The facility expires in October 2012, and all outstanding amounts are then due and payable. At December 31, 2011 and June 30, 2011, we had no borrowings outstanding under this facility. Loans may be used for general corporate purposes. At December 31, 2011, we had approximately $6.7 million of standby letters of credit outstanding, which reduced the amount available for borrowing on the unsecured revolving credit facility.

We paid no interest for the three and six months ended December 31, 2011 and 2010.

The facility contains certain restrictive covenants, including limitations on indebtedness, asset sales and acquisitions. There are two principal financial covenants: an interest expense test that requires us to maintain an interest coverage ratio not less than 2.5 to 1 at the end of each fiscal quarter; and an indebtedness test that requires us to maintain a leverage ratio not greater than 3 to 1 at all times. The interest coverage ratio is calculated by dividing Consolidated EBIT (as defined more specifically in the credit agreement) by Consolidated Interest Expense (as defined more specifically in the credit agreement), and the leverage ratio is calculated by dividing Consolidated Debt (as defined more specifically in the credit agreement) by Consolidated EBITDA (as defined more specifically in the credit agreement). At December 31, 2011 and June 30, 2011, we were in compliance with all applicable provisions and covenants of the facility, and we met the requirements of the financial covenants by substantial margins.

At December 31, 2011, we were not aware of any event that would constitute a default under the facility.

Note 5 Pension Benefits

We and certain of our operating subsidiaries have sponsored multiple defined benefit pension plans covering union workers at certain locations. As a result of restructuring activities in recent years, we no longer have any active employees continuing to accrue service cost or otherwise eligible to receive plan benefits. Benefits being paid under the plans are primarily based on negotiated rates and years of service. We contribute to these plans at least the minimum amount required by regulation or contract.

The following table summarizes the components of net periodic benefit cost for our pension plans:

	September 30,	September 30,	September 30,	September 30,
	Three Months Ended December 31		**Six Months Ended December 31**	

	2011	2010	2011	2010
Components of net periodic benefit cost				
Interest cost	**$ 483**	$ 487	**$ 966**	$ 974
Expected return on plan assets	**(599)**	(507)	**(1,198)**	(1,014)
Amortization of unrecognized net loss	**89**	137	**178**	274
Net periodic benefit (income) cost	**$ (27)**	$ 117	**$ (54)**	$ 234

For the three and six months ended December 31, 2011, we made pension plan contributions totaling zero and approximately $1.0 million, respectively. We do not expect to make any further contributions to our pension plans during the remainder of 2012.

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(Tabular amounts in thousands, except per share data)

Note 6 Postretirement Benefits

We and certain of our operating subsidiaries provide multiple postretirement medical and life insurance benefit plans. We recognize the cost of benefits as the employees render service. Postretirement benefits are funded as incurred.

The following table summarizes the components of net periodic benefit cost for our postretirement plans:

	September 30,	September 30,	September 30,	September 30,
	Three Months Ended December 31		Six Months Ended December 31	
	2011	2010	2011	2010
Components of net periodic benefit cost				
Service cost	**$ 6**	$ 6	**$ 12**	$ 12
Interest cost	**37**	34	**74**	68
Amortization of unrecognized net gain	**(8)**	(12)	**(16)**	(24)
Amortization of prior service asset	**(1)**	(1)	**(2)**	(2)
Net periodic benefit cost	**$ 34**	$ 27	**$ 68**	$ 54

For the three and six months ended December 31, 2011, we made approximately $30,000 and $66,000, respectively, in contributions to our postretirement medical and life insurance benefit plans. We expect to make approximately $0.1 million more in contributions to our postretirement medical and life insurance benefit plans during the remainder of 2012.

Note 7 Stock-Based Compensation

Our shareholders approved the adoption of and subsequent amendments to the Lancaster Colony Corporation 2005 Stock Plan (the 2005 Plan). The 2005 Plan reserved 2,000,000 common shares for issuance to our employees and directors, and all awards granted under the 2005 Plan will be exercisable at prices not less than fair market value as of the date of the grant. The vesting period for awards granted under the 2005 Plan varies as to the type of award granted, but generally these awards have a maximum term of five years.

Stock-Settled Stock Appreciation Rights

Since 2008, we have used periodic grants of stock-settled stock appreciation rights (SSSARs) as a vehicle for rewarding certain employees with long-term incentives for their efforts in helping to create long-term shareholder value. We calculate the fair value of SSSARs grants using the Black-Scholes option-pricing model. Our policy is to issue shares upon SSSARs exercise from new shares that had been previously authorized. There were no grants of SSSARs during the six months ended December 31, 2011 and 2010, and no SSSARs vested during these periods.

LANCASTER COLONY CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in thousands, except per share data)

We recognize compensation expense over the requisite service period. Compensation cost was reflected in Cost of Sales or Selling, General and Administrative Expenses based on the grantees salaries expense classification and were allocated to each segment appropriately. We recorded tax benefits and gross windfall tax benefits related to SSSARs. These windfall tax benefits were included in the financing section of the Condensed Consolidated Statements of Cash Flows. The following table summarizes SSSARs compensation expense and tax benefits recorded:

	September 30,	September 30,	September 30,	September 30,
	Three Months Ended December 31		Six Months Ended December 31	
	2011	2010	2011	2010
Compensation expense	**$ 366**	$ 277	**$ 646**	$ 554
Tax benefits	**$ 128**	$ 97	**$ 226**	$ 194
Intrinsic value of exercises	**$ 130**	$ 15	**$ 143**	$ 18
Gross windfall tax benefits	**$ 59**	$ 5	**$ 64**	$ 6

The following table summarizes the activity relating to SSSARs granted under the 2005 Plan for the six months ended December 31, 2011:

	September 30,	September 30,	September 30,	September 30,
	Number of Rights	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life in Years	Aggregate Intrinsic Value
Outstanding at beginning of period	324	$ 53.98		
Exercised	**(23)**	**$ 51.85**		
Granted		**$**		
Forfeited	**(1)**	**$ 58.79**		
Outstanding at end of period	**300**	**$ 54.12**	**3.16**	**$ 4,562**
Exercisable and vested at end of period	**76**	**$ 47.94**	**2.28**	**$ 1,630**
Vested and expected to vest at end of period	**294**	**$ 54.16**	**3.15**	**$ 4,466**

At December 31, 2011, there was approximately $1.3 million of unrecognized compensation cost related to SSSARs that we will recognize over a weighted-average period of approximately 1.56 years.

Restricted Stock

Since 2008, we have used periodic grants of restricted stock as a vehicle for rewarding our nonemployee directors and certain employees with long-term incentives for their efforts in helping to create long-term shareholder value.

In November 2011, we granted a total of 7,427 shares of restricted stock to our seven nonemployee directors under the terms of the 2005 Plan. The restricted stock had a grant date fair value of approximately $0.5 million based on a per share closing stock price of $65.97. This restricted stock vests over a one-year period, and all of these shares are expected to vest. Dividends earned on the stock during the vesting period are held in escrow and will be paid to the directors at the time the stock vests. Compensation expense related to the restricted stock award will be recognized over the requisite service period. An additional 8,155 shares of restricted stock that were granted to our seven nonemployee directors in November 2010 vested during the second quarter of 2012, and the directors were paid the related dividends that had been held in escrow. The fair value of these vested shares was approximately $0.6 million.

We recognize compensation expense over the requisite service period. Compensation cost was reflected in Cost of Sales or Selling, General and Administrative Expenses based on the grantees salaries expense classification and was allocated to each segment appropriately. We recorded tax benefits and gross windfall tax benefits related to restricted stock. Windfall tax benefits, if any, were included in the financing section of

LANCASTER COLONY CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in thousands, except per share data)

the Condensed Consolidated Statements of Cash Flows. The following table summarizes restricted stock compensation expense and tax benefits recorded:

	September 30,		September 30,		September 30,		September 30,	
	Three Months Ended December 31				Six Months Ended December 31			
	2011		2010		2011		2010	
Compensation expense	**$**	**275**	$	318	**$**	**549**	$	636
Tax benefits	**$**	**96**	$	112	**$**	**192**	$	223
Gross windfall tax benefits	**$**	**15**	$		**$**	**15**	$	

The following table summarizes the activity relating to restricted stock granted under the 2005 Plan for the six-month period ended December 31, 2011:

	September 30,	September 30,	
	Number of Shares	Weighted Average Grant Date Fair Value	
Unvested restricted stock at beginning of period	44	$	54.86
Granted	**7**	**$**	**65.97**
Vested	**(8)**	**$**	**51.52**
Forfeited		**$**	
Unvested restricted stock at end of period	**43**	**$**	**57.39**

At December 31, 2011, there was approximately $1.3 million of unrecognized compensation expense related to restricted stock that we will recognize over a weighted-average period of approximately 1.27 years.

Note 8 Income Taxes

The gross tax contingency reserve at December 31, 2011 was approximately $1.9 million and consisted of tax liabilities of approximately $1.1 million and penalties and interest of approximately $0.8 million. We have classified approximately $0.2 million of the gross tax contingency reserve as current liabilities as these amounts are expected to be resolved within the next 12 months. The remaining liability of approximately $1.7 million is included in other noncurrent liabilities. We expect that the amount of these liabilities will change within the next 12 months; however, we do not expect the change to have a significant effect on our financial position or results of operations. We recognize interest and penalties related to these tax liabilities in income tax expense.

Note 9 Business Segment Information

The following summary of financial information by business segment is consistent with the basis of segmentation and measurement of segment profit or loss presented in our June 30, 2011 consolidated financial statements:

	September 30,		September 30,		September 30,		September 30,	
	Three Months Ended				Six Months Ended			
	December 31				December 31			
	2011		2010		2011		2010	
Net Sales								
Specialty Foods	**$**	**266,225**	$	254,591	**$**	**503,172**	$	475,103
Glassware and Candles		**45,561**		61,647		**83,130**		106,186
Total	**$**	**311,786**	$	316,238	**$**	**586,302**	$	581,289
Operating Income								
Specialty Foods	**$**	**44,750**	$	51,388	**$**	**79,949**	$	89,361
Glassware and Candles		**1,636**		4,366		**1,299**		4,368
Corporate Expenses		**(2,676)**		(3,646)		**(5,026)**		(6,795)
Total	**$**	**43,710**	$	52,108	**$**	**76,222**	$	86,934

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LANCASTER COLONY CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts in thousands, except per share data)

Note 10 Commitments and Contingencies

In addition to the items discussed below, at December 31, 2011, we were a party to various claims and litigation matters arising in the ordinary course of business. Such matters did not have a material effect on the current-year results of operations and, in our opinion, their ultimate disposition will not have a material effect on our condensed consolidated financial statements.

The Continued Dumping and Subsidy Offset Act of 2000 (CDSOA) provides for the distribution of monies collected by U.S. Customs from antidumping cases to qualifying domestic producers. Our reported CDSOA receipts totaled approximately $2.7 million in the second quarter of 2012, as compared to a distribution of approximately $1.0 million in the second quarter of 2011. Due to an additional distribution received in the fourth quarter of 2011, our CDSOA receipts totaled approximately $14.4 million for fiscal year 2011. CDSOA remittances have related to certain candles being imported from the People s Republic of China.

Legislation was enacted in February 2006 to repeal the applicability of CDSOA to duties collected on products imported after September 2007. Accordingly, we may receive some level of annual distributions for an undetermined period of years in the future as the monies collected that relate to entries filed prior to October 2007 are administratively finalized by U.S. Customs. Without further legislative action, we expect these distributions will eventually cease.

In addition to this legislative development, cases have been brought in U.S. courts challenging CDSOA. In two separate cases, the U.S. Court of International Trade (CIT) ruled that the procedure for determining recipients eligible to receive CDSOA distributions is unconstitutional. The U.S. Court of Appeals for the Federal Circuit reversed both CIT decisions and the U.S. Supreme Court did not hear either case. This effectively ended the constitutional challenges brought in these cases, but other cases challenging CDSOA remain active.

We are unable to determine, at this time, what the ultimate outcome of other litigation will be, and it is possible that further legal action, potential additional changes in the law and other factors could affect the amount of funds available for distribution, including funds relating to entries prior to October 2007. Accordingly, we cannot predict the amount of future distributions we may receive. Any change in CDSOA distributions could affect our earnings and cash flow.

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

LANCASTER COLONY CORPORATION AND SUBSIDIARIES

MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION

AND RESULTS OF OPERATIONS

(Tabular dollars in thousands)

OVERVIEW

This Management s Discussion and Analysis of Financial Condition and Results of Operations (MD&A) describes the matters that we consider to be important in understanding the results of our operations for the three and six months ended December 31, 2011 and our financial condition as of December 31, 2011. Our fiscal year begins on July 1 and ends on June 30. Unless otherwise noted, references to year pertain to our fiscal year; for example, 2012 refers to fiscal 2012, which is the period from July 1, 2011 to June 30, 2012. In the discussion that follows, we analyze the results of our operations for the three and six months ended December 31, 2011, including the trends in our overall business, followed by a discussion of our financial condition.

The following discussion should be read in conjunction with our condensed consolidated financial statements and the notes thereto, all included elsewhere in this report. The forward-looking statements in this section and other parts of this report involve risks and uncertainties including statements regarding our plans, objectives, goals, strategies, and financial performance. Our actual results could differ materially from the results anticipated in these forward-looking statements as a result of factors set forth under the caption Forward-Looking Statements.

EXECUTIVE SUMMARY

Business Overview

Lancaster Colony Corporation is a diversified manufacturer and marketer of consumer products focusing primarily on specialty foods for the retail and foodservice markets. We also manufacture and market candles for the food, drug and mass markets. Although not material to our consolidated operations, we are also engaged in the distribution of various products, including glassware and candles, to commercial markets. Our operations are organized in two reportable segments: Specialty Foods and Glassware and Candles. The sales of each segment are predominantly domestic.

In recent years, our strategy has shifted away from operating businesses in a variety of industries towards emphasizing the growth and success we have achieved in our Specialty Foods segment. Fiscal years prior to 2009 were significant years in implementing this strategy as we divested various nonfood operations and focused our capital investment in the Specialty Foods segment.

We view our food operations as having the potential to achieve future growth in sales and profitability due to attributes such as:

- leading retail market positions in several branded products with a high-quality perception;
- a broad customer base in both retail and foodservice accounts;
- well-regarded culinary expertise among foodservice accounts;
- recognized leadership in foodservice product development;

- experience in integrating complementary business acquisitions; and
- historically strong cash flow generation that supports growth opportunities.

Our goal is to grow our specialty foods retail and foodservice business over time by:

- leveraging the strength of our retail brands to increase current product sales and introduce new products;
- growing our foodservice sales through the strength of our reputation in product development and quality; and
- pursuing acquisitions that meet our strategic criteria.

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We have made substantial capital investments to support our existing food operations and future growth opportunities. Based on our current plans and expectations, our total capital expenditures for 2012 are not expected to exceed $20 million.

Summary of 2012 Results

The following is a comparative overview of our consolidated operating results for the three and six months ended December 31, 2011 and 2010.

Net sales for the second quarter ended December 31, 2011 decreased 1% to approximately $311.8 million from the prior-year total of $316.2 million. This sales decline reflects lower sales in the Glassware and Candles segment as partially offset by an increase in sales of the Specialty Foods segment. The Specialty Foods segment s increase reflects higher foodservice and retail sales. The decrease in sales of the Glassware and Candles segment primarily reflects lower unit volume. Gross margin decreased 11% to approximately $69.9 million from the prior-year second quarter total of $78.2 million. Substantially higher material costs contributed to the lower gross margin. Other income for the current-year second quarter totaled approximately $2.7 million compared to $1.0 million in the prior-year comparative period. These figures included Continued Dumping and Subsidy Offset Act of 2000 (CDSOA) receipts totaling approximately $2.7 million in the second quarter of 2012 and approximately $1.0 million in the corresponding period of 2011. Net income for the three months ended December 31, 2011 totaled approximately $30.4 million, or $1.11 per diluted share. Net income totaled approximately $34.9 million in the second quarter of the prior year, or $1.25 per diluted share.

Year-to-date net sales for the period ended December 31, 2011 increased 1% to approximately $586.3 million from the prior year-to-date total of $581.3 million. Gross margin decreased to approximately $125.3 million from the prior year-to-date total of $136.3 million. Net income for the six months ended December 31, 2011 totaled approximately $51.6 million, or $1.89 per diluted share. Net income totaled approximately $57.6 million in the six months ended December 31, 2010, or $2.06 per diluted share.

RESULTS OF CONSOLIDATED OPERATIONS

Net Sales and Gross Margin

	Septr 30,	**Septr 30,**	**Septr 30,**	**Septr 30,**	**Septr 30,**	**Septr 30,**	**Septr 30,**	**Septr 30,**
	Three Months Ended December 31				**Six Months Ended December 31**			
	2011	**2010**	**Change**		**2011**	**2010**	**Change**	
Net Sales								
Specialty Foods	**$ 266,225**	$ 254,591	**$ 11,634**	**5%**	**$ 503,172**	$ 475,103	**$ 28,069**	**6%**
Glassware and Candles	**45,561**	61,647	**(16,086)**	**(26)%**	**83,130**	106,186	**(23,056)**	**(22)%**
Total	**$ 311,786**	$ 316,238	**$ (4,452)**	**(1)%**	**$ 586,302**	$ 581,289	**$ 5,013**	**1%**
Gross Margin	**$ 69,859**	$ 78,244	**$ (8,385)**	**(11)%**	**$ 125,289**	$ 136,315	**$ (11,026)**	**(8)%**
Gross Margin as a Percentage of Sales	**22.4%**	24.7%			**21.4%**	23.5%		

Consolidated net sales for the second quarter and six months ended December 31, 2011 decreased 1% and increased 1%, respectively, reflecting higher sales in the Specialty Foods segment and lower sales in the Glassware and Candles segment.

For the three and six months ended December 31, 2011, net sales of the Specialty Foods segment increased by 5% and 6%, respectively. Net sales of both retail and foodservice products improved during each comparative period. Higher product pricing totaled approximately five percent of segment net sales for both the three and six month periods. In addition to higher pricing, retail sales also reflected the incremental benefit from some recently introduced food products. The segment s foodservice sales also increased on expanded volumes associated with programs among existing customers.

The decrease in net sales of the Glassware and Candles segment for both the three and six months ended December 31, 2011 was influenced by the exiting of certain lower-margin business, including some seasonal candle programs, with higher pricing helping to offset some of these declines.

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As a percentage of sales, our consolidated gross margin for the three and six months ended December 31, 2011 was 22.4% and 21.4%, respectively, as compared to 24.7% and 23.5% achieved in the prior-year comparative periods.

In the Specialty Foods segment, gross margin percentages declined in both the three and six months ended December 31, 2011, reflecting comparatively higher costs for a wide variety of raw materials (especially for soybean oil and flour) and freight, as partially offset by higher pricing. We estimate that higher material costs adversely affected our gross margins in these periods by approximately 6% of segment net sales. Looking forward, under current market conditions, we anticipate that the extent of higher material costs will become less pronounced as we move through the second half of 2012. Additionally, the earlier timing of Easter in 2012 may beneficially affect comparisons in the segment s fiscal third quarter due to the potential shifting of certain retail sales to that quarter.

Gross margin percentages in the Glassware and Candles segment declined slightly from the prior-year period primarily due to the impact of continued higher wax costs, lower sales and reduced production levels. These factors were somewhat mitigated by higher pricing and an improved sales mix.

Selling, General and Administrative Expenses

	Sepr 30,	Sepr 30,	Sepr 30,	Sepr 30,	Sepr 30,	Sepr 30,	Sepr 30,	Sepr 30,
	Three Months Ended December 31				**Six Months Ended December 31**			
	2011	**2010**	**Change**		**2011**	**2010**	**Change**	
Selling, General and Administrative Expenses	**$ 26,149**	$ 26,136	**$ 13**	**0%**	**$ 49,067**	$ 49,381	**$ (314)**	**(1)%**
SG&A Expenses as a Percentage of Sales	**8.4%**	8.3%			**8.4%**	8.5%		

Consolidated selling, general and administrative costs totaled approximately $26.1 million and $49.1 million for the three and six months ended December 31, 2011, respectively, compared to the $26.1 million and $49.4 million incurred for the three and six months ended December 31, 2010. The decrease for the six-month period reflected lower corporate expenses related to real estate available for sale.

Operating Income

The foregoing factors contributed to consolidated operating income totaling approximately $43.7 million and $76.2 million for the three and six months ended December 31, 2011, respectively. These amounts represent decreases of 16% and 12% from the corresponding periods of the prior year. By segment, our operating income can be summarized as follows:

	Sepr 30,	Sepr 30,	Sepr 30,	Sepr 30,	Sepr 30,	Sepr 30,	Sepr 30,	Sepr 30,
	Three Months Ended December 31				**Six Months Ended December 31**			
	2011	**2010**	**Change**		**2011**	**2010**	**Change**	
Operating Income								
Specialty Foods	**$ 44,750**	$ 51,388	**$ (6,638)**	**(13)%**	**$ 79,949**	$ 89,361	**$ (9,412)**	**(11)%**
Glassware and Candles	**1,636**	4,366	**(2,730)**	**(63)%**	**1,299**	4,368	**(3,069)**	**(70)%**
Corporate Expenses	**(2,676)**	(3,646)	**970**	**(27)%**	**(5,026)**	(6,795)	**1,769**	**(26)%**
Total	**$ 43,710**	$ 52,108	**$ (8,398)**	**(16)%**	**$ 76,222**	$ 86,934	**$ (10,712)**	**(12)%**
Operating Income as a Percentage of Sales								
Specialty Foods	**16.8%**	20.2%			**15.9%**	18.8%		
Glassware and Candles	**3.6%**	7.1%			**1.6%**	4.1%		
Consolidated	**14.0%**	16.5%			**13.0%**	15.0%		

Other Income   Continued Dumping and Subsidy Offset Act

CDSOA provides for the distribution of monies collected by U.S. Customs from antidumping cases to qualifying domestic producers. Our reported CDSOA receipts totaled approximately $2.7 million in the second quarter of 2012, as compared to a distribution of approximately $1.0 million in the second quarter of 2011. Due to an additional distribution received in the fourth quarter of 2011, our CDSOA receipts totaled approximately $14.4 million for fiscal year 2011. CDSOA remittances have related to certain candles being imported from the People s Republic of China.

Legislation was enacted in February 2006 to repeal the applicability of CDSOA to duties collected on products imported after September 2007. Accordingly, we may receive some level of annual distributions for an undetermined period of years in the future as the monies collected that relate to entries filed prior to October 2007 are administratively finalized by U.S. Customs. Without further legislative action, we expect these distributions will eventually cease.

In addition to this legislative development, cases have been brought in U.S. courts challenging CDSOA. In two separate cases, the U.S. Court of International Trade (CIT) ruled that the procedure for determining recipients eligible to receive CDSOA distributions is unconstitutional. The U.S. Court of Appeals for the Federal Circuit reversed both CIT decisions and the U.S. Supreme Court did not hear either case. This effectively ended the constitutional challenges brought in these cases, but other cases challenging CDSOA remain active.

We are unable to determine, at this time, what the ultimate outcome of other litigation will be, and it is possible that further legal action, potential additional changes in the law and other factors could affect the amount of funds available for distribution, including funds relating to entries prior to October 2007. Accordingly, we cannot predict the amount of future distributions we may receive. Any change in CDSOA distributions could affect our earnings and cash flow.

Interest Income and Other Net

Interest income and other was less than $0.1 million for the three and six months ended December 31, 2011 as compared to $0.1 million for the three and six months ended December 31, 2010.

Income Before Income Taxes

As impacted by the factors discussed above, income before income taxes for the three months ended December 31, 2011 decreased by approximately $6.7 million to $46.4 million from the prior-year total of $53.1 million. Income before income taxes for the six months ended December 31, 2011 and 2010 was approximately $79.0 million and $88.0 million, respectively. Our effective tax rate of 34.6% for the six months ended December 31, 2011 was comparable to the prior-year rate of 34.5%.

Net Income

Second quarter net income for 2012 of approximately $30.4 million decreased from the preceding year s net income for the quarter of $34.9 million, as influenced by the factors noted above. Year-to-date net income of approximately $51.6 million was lower than the prior year-to-date total of $57.6 million. Net income per share for the second quarter of 2012 totaled $1.11 per basic and diluted share, as compared to $1.25 per basic and diluted share recorded in the prior year. Year-to-date net income per share was $1.89 per basic and diluted share, as compared to $2.06 per basic and diluted share for the prior-year period.

FINANCIAL CONDITION

For the six months ended December 31, 2011, net cash provided by operating activities totaled approximately $66.6 million as compared to $75.5 million in the prior-year period. The decrease results from the relative changes in working capital, particularly inventory. The increase in receivables since June 2011 primarily relates to seasonal influences on sales within the Glassware and Candles segment but is also impacted by higher sales in the Specialty Foods segment.

Cash used in investing activities for the six months ended December 31, 2011 was approximately $9.6 million as compared to approximately $13.9 million in the prior year. This decrease reflects a lower level of capital expenditures in 2012 as the expansion of our frozen roll facility in Kentucky was substantially completed in June 2011.

Cash used in financing activities for the six months ended December 31, 2011 of approximately $26.9 million decreased from the prior-year total of $43.4 million due to a lower level of share repurchases, as partially offset by an increase in dividend payments. At December 31, 2011, approximately 1,478,000 shares remained authorized for future buyback under the existing share repurchase program.

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Under our unsecured revolving credit facility, we may borrow up to a maximum of $160 million at any one time. Loans may be used for general corporate purposes. We had no borrowings outstanding under this facility at December 31, 2011. The facility expires in October 2012, and all outstanding amounts are then due and payable. At December 31, 2011, we had approximately $6.7 million of standby letters of credit outstanding, which reduced the amount available for borrowing on the unsecured revolving credit facility.

The facility contains certain restrictive covenants, including limitations on indebtedness, asset sales and acquisitions, and financial covenants relating to interest coverage and leverage. At December 31, 2011, we were in compliance with all applicable provisions and covenants of the facility, and we met the requirements of the financial covenants by substantial margins.

We currently expect to remain in compliance with the facility s covenants for the foreseeable future. A default under the facility could accelerate the repayment of any outstanding indebtedness and limit our access to additional credit available under the facility. Such an event could require curtailment of cash dividends or share repurchases, reduce or delay beneficial expansion or investment plans, or otherwise impact our ability to meet our obligations when due. At December 31, 2011, we were not aware of any event that would constitute a default under the facility.

We believe that internally generated funds and our existing aggregate balances in cash and equivalents, in addition to our currently available bank credit arrangements, should be adequate to meet our foreseeable cash requirements. If we were to borrow outside of our credit facility under current market terms, our average interest rate may increase significantly and have an adverse effect on our results of operations.

For additional information regarding our credit facility, see Note 4 to the condensed consolidated financial statements.

CONTRACTUAL OBLIGATIONS

We have various contractual obligations that are appropriately recorded as liabilities in our condensed consolidated financial statements. Certain other items, such as purchase obligations, are not recognized as liabilities in our condensed consolidated financial statements. Examples of items not recognized as liabilities in our condensed consolidated financial statements are commitments to purchase raw materials or inventory that have not yet been received as of December 31, 2011 and future minimum lease payments for the use of property and equipment under operating lease agreements. Aside from expected changes in raw-material needs due to changes in product demand, there have been no significant changes to the contractual obligations disclosed in our 2011 Annual Report on Form 10-K.

CRITICAL ACCOUNTING POLICIES

There have been no changes in critical accounting policies from those disclosed in our 2011 Annual Report on Form 10-K.

RECENTLY ISSUED ACCOUNTING STANDARDS

For a summary of recently issued accounting pronouncements applicable to us, see Note 2 to the condensed consolidated financial statements.

FORWARD-LOOKING STATEMENTS

We desire to take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 (the PSLRA). This Quarterly Report on Form 10-Q contains various forward-looking statements within the meaning of the PSLRA and other applicable securities laws. Such statements can be identified by the use of the forward-looking words anticipate, estimate, project, believe, intend, plan, expect, ho words. These statements discuss future expectations; contain projections regarding future developments, operations or financial conditions; or state other forward-looking information. Such statements are based upon assumptions and assessments made by us in light of our experience and perception of historical trends, current conditions, expected future developments and other factors we believe to be appropriate. These forward-looking statements involve various important risks, uncertainties and other factors that could cause our actual results to differ materially from those expressed in the forward-looking statements. Actual results may differ as a result of factors over which we have no, or limited, control including, without limitation, the specific influences outlined below. Management believes these forward-looking statements to be reasonable; however, you should not place undue reliance on such statements that are based on current expectations. Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update such forward-looking statements, except as required by law. More detailed statements regarding significant events that could affect our financial results are included in Item 1A of our Annual Report on Form 10-K and also our Quarterly Reports on Form 10-Q as filed with the Securities and Exchange Commission and are available on our website at www.lancastercolony.com.

Specific influences relating to these forward-looking statements include, but are not limited to:

- the potential for loss of larger programs or key customer relationships;
- the effect of consolidation of customers within key market channels;
- the continued solvency of key customers;
- the success and cost of new product development efforts;
- the lack of market acceptance of new products;
- the reaction of customers or consumers to the effect of price increases we may implement;
- changes in demand for our products, which may result from loss of brand reputation or customer goodwill;
- changes in market trends;
- the extent to which future business acquisitions are completed and acceptably integrated;
- the possible occurrence of product recalls or other defective or mislabeled product costs;
- efficiencies in plant operations, including the ability to optimize overhead utilization in candle operations;
- the overall strength of the economy;
- changes in financial markets;
- slower than anticipated sales growth;

the extent of operational efficiencies achieved;

price and product competition;

the uncertainty regarding the effect or outcome of any decision to explore further strategic alternatives among our nonfood operations;

fluctuations in the cost and availability of raw materials;

adverse changes in energy costs and other factors that may affect costs of producing, distributing or transporting our products;

the impact of fluctuations in our pension plan asset values on funding levels, contributions required and benefit costs;

maintenance of competitive position with respect to other manufacturers, including offshore producers;

dependence on key personnel;

stability of labor relations;

capacity constraints, dependence on contract copackers and limited or exclusive sources for certain goods;

effect of governmental regulations, including environmental matters;

legislation and litigation affecting the future administration of the Continued Dumping and Subsidy Offset Act of 2000;

access to any required financing;

changes in income tax laws;

unknown costs relating to the holding or disposition of idle real estate;

changes in estimates in critical accounting judgments;

the outcome of any litigation or arbitration; and

innumerable other factors.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk

Our market risks have not changed materially from those disclosed in our 2011 Annual Report on Form 10-K.

Item 4. Controls and Procedures

(a) *Evaluation of Disclosure Controls and Procedures.* As of the end of the period covered by this Quarterly Report on Form 10-Q, our Chief Executive Officer and Chief Financial Officer evaluated, with the participation of management, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the Exchange Act)). Based upon this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of December 31, 2011 to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is 1) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms and 2) accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, in a manner that allows timely decisions regarding required disclosure.

(b) *Changes in Internal Control Over Financial Reporting.* No changes were made to our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

Item 1A. Risk Factors

There have been no material changes to the risk factors disclosed under Item 1A in our 2011 Annual Report on Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(c) In November 2010, our Board of Directors approved a share repurchase authorization of 2,000,000 shares, of which approximately 1,478,000 shares remained authorized for future repurchases at December 31, 2011. This share repurchase authorization does not have a stated expiration date. In the second quarter, we made the following repurchases of our common stock:

Period	September 30, Total Number of Shares Purchased	September 30, Average Price Paid Per Share	September 30, Total Number of Shares Purchased as Part of Publicly Announced Plans	September 30, Maximum Number of Shares That May Yet be Purchased Under the Plans
October 1-31, 2011	5,004	$ 60.19	5,004	1,477,947
November 1-30, 2011		$		1,477,947
December 1-31, 2011		$		1,477,947
Total	5,004	$ 60.19	5,004	1,477,947

Item 6. Exhibits

See Index to Exhibits following Signatures.

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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 thereunto duly authorized.

	LANCASTER COLONY CORPORATION (Registrant)
Date: February 9, 2012	By: /s/ JOHN B. GERLACH, JR. John B. Gerlach, Jr. *Chairman, Chief Executive Officer,* *President and Director* *(Principal Executive Officer)*
Date: February 9, 2012	By: /s/ JOHN L. BOYLAN John L. Boylan *Treasurer, Vice President,* *Assistant Secretary,* *Chief Financial Officer* *and Director* *(Principal Financial* *and Accounting Officer)*

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LANCASTER COLONY CORPORATION AND SUBSIDIARIES

FORM 10-Q

DECEMBER 31, 2011

INDEX TO EXHIBITS

Exhibit Number	Description	Located at
31.1	Certification of CEO under Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
31.2	Certification of CFO under Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
32	Certification of CEO and CFO under Section 906 of the Sarbanes-Oxley Act of 2002	Filed herewith
101.INS	XBRL Instance Document	Furnished herewith
101.SCH	XBRL Taxonomy Extension Schema Document	Furnished herewith
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	Furnished herewith
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	Furnished herewith
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document	Furnished herewith
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	Furnished herewith