

FERRAZZANO FRED J
Form 4/A
October 03, 2007

FORM 4

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

OMB APPROVAL

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

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

(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)

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

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

SANTA PAULA, CA 93060
(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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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