

CAHILL BRIAN T
Form 5
August 12, 2005

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
CAHILL BRIAN T

2. Issuer Name and Ticker or Trading Symbol
MGP INGREDIENTS INC [MGPI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President and CFO

(Last) (First) (Middle)

10407 N REVERE CT

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2005

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

6. Individual or Joint/Group Reporting (check applicable line)

KANSAS CITY, MO 65154

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
| Common Stock | Â | Â | Â | Â | Â | Â | 40,752 ⁽¹⁾ | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 28,397.78 ⁽²⁾ | I | by ESOP |
| Common Stock | Â | Â | Â | Â | Â | Â | 2,088.5451 ⁽³⁾ | I | by ESPP |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

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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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options | \$ 6.87 | Â | Â | Â | Â Â Â (5) | 12/11/2007 | Common Stock | 14,000 (4) |
| Stock Options | \$ 6.25 | Â | Â | Â | Â Â Â (6) | 12/10/2008 | Common | 14,000 (7) |
| Stock Options | \$ 4 | Â | Â | Â | Â Â Â (8) | 12/09/2009 | Common Stock | 14,000 (9) |
| Stock Options | \$ 4.65 | Â | Â | Â | Â Â Â (10) | 06/08/2011 | Common Stock | 14,000 (11) |
| Stock Options | \$ 6.44 | Â | Â | Â | Â Â Â (12) | 06/12/2012 | Common Stock | 14,000 (13) |
| Stock Options | \$ 3.62 | Â | Â | Â | Â Â Â (14) | 12/02/2012 | Common Stock | 10,000 (15) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CAHILL BRIAN T 10407 N REVERE CT KANSAS CITY, MO 65154 | Â | Â | Â Vice President and CFO | Â |

Signatures

Brian T. Cahill 08/12/2005
 **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).

(1)

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On July 16, 2004, the common stock of MGP Ingredients, Inc. split 2-for-1 resulting in the reporting person's acquisition of 13,352 additional shares.

- (2) On July 16, 2004, the common stock of MGP Ingredients, Inc. split 2-for-1 resulting in the reporting person's acquisition of 12641.373 additional shares in his ESOP-Pekin account, and 745.528 in his ESOP-Atchison account; and the two separate ESOP accounts were combined into one single account. Total also includes 1,623.978 shares acquired between the period of 7/1/04 and 6/30/2005 under ESOP in a transaction exempt under 16b-3(c).
- (3) On July 16, 2004, the common stock of MGP Ingredients, Inc. split 2-for-1 resulting in the reporting person's acquisition of 955.39 additional shares; and includes 177.7651 shares acquired between the period of 7/1/2004 and 6/30/2005 under ESPP in a transaction exempt under 16b-3(c).
- (4) On July 16, 2004, the common stock of MGP Ingredients, Inc. split 2-for-1 resulting in the reporting person's acquisition of 7,000 additional shares of stock options.
- (5) 3,500 shares vested on each date as follows: 12/11/98; 12/11/99; 12/11/00; 12/11/01
- (6) 3,500 shares vested on each of the following dates: 12/10/99; 12/10/00; 12/10/01; 12/10/02
- (7) On July 16, 2004, the common stock of MGP Ingredients, Inc. split 2-for-1 resulting in the reporting person's acquisition of 7,000 additional shares of stock options.
- (8) 3,500 shares vested on each date as follows: 12/9/00; 12/9/01; 12/6/02; 12/9/03
- (9) On July 16, 2004, the common stock of MGP Ingredients, Inc. split 2-for-1 resulting in the reporting person's acquisition of 7,000 additional shares of stock options.
- (10) 3,500 shares vested on each date as follows: 6/8/02; 6/8/03; 6/8/04; 6/8/05
- (11) On July 16, 2004, the common stock of MGP Ingredients, Inc. split 2-for-1 resulting in the reporting person's acquisition of 7,000 additional shares of stock options.
- (12) 3,500 shares vested on each date as follows: 12/2/03; 12/2/04; 12/2/05; 12/2/06
- (13) On July 16, 2004, the common stock of MGP Ingredients, Inc. split 2-for-1 resulting in the reporting person's acquisition of 7,000 additional shares of stock options.
- (14) 2,500 shares vested on each dte as follows: 12/2/03; 12/2/04; 12/2/05; 12/2/06
- (15) On July 16, 2004, the common stock of MGP Ingredients, Inc. split 2-for-1 resulting in the reporting person's acquisition of 5,000 additional shares of stock options.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.