

NUTRACEA  
Form 5  
October 07, 2004

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
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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 \*  
MCPEAK PATRICIA

(Last) (First) (Middle)

1261 HAWK'S FLIGHT COURT

(Street)

EL DORADO HILLS, CA 95762

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
NUTRACEA [NTRZ]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2003

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | Amount  | 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---------|------------|--|--|---|
| Common Stock                    | 07/10/2002                           | Â  | J <sup>(1)</sup>               | 737,350   | D          | \$ 0.29 | 0          | D  | Â  |   |
| Common Stock                    | 09/23/2002                           | Â  | G <sup>(2)</sup>               | 535,000   | D          | \$ 0    | 12,426,986 | D  | Â  |   |
| Common Stock                    | 01/03/2003                           | Â  | G <sup>(3)</sup>               | 25,000  | A          | \$ 0    | 12,451,986 | D  | Â  |   |
| Common Stock                    | 11/12/2003                           | Â  | J <sup>(4)</sup>               | 11,206,787  | D          | \$ 0    | 1,245,199  | D  | Â  |   |

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|              |            |   |                         |           |   |         |           |   |                     |
|--------------|------------|---|-------------------------|-----------|---|---------|-----------|---|---------------------|
| Common Stock | 12/01/2003 | Â | <u>J<sup>(5)</sup></u>  | 402,644   | A | \$ 1.3  | 0         | D | Â                   |
| Common Stock | 12/04/2003 | Â | <u>C<sup>(6)</sup></u>  | 114,000   | A | \$ 1.31 | 0         | D | Â                   |
| Common Stock | 12/04/2003 | Â | <u>C<sup>(7)</sup></u>  | 344,956   | A | \$ 0.5  | 0         | D | Â                   |
| Common Stock | 12/18/2003 | Â | <u>A<sup>(8)</sup></u>  | 2,155,978 | A | \$ 1.2  | 4,262,777 | D | Â                   |
| Common Stock | 12/12/2001 | Â | P                       | 972,143   | A | \$ 0.16 | 972,143   | I | By Sherwood Capital |
| Common Stock | 01/01/2002 | Â | S                       | 243,036   | D | \$ 0.16 | 0         | I | By Sherwood Capital |
| Common Stock | 01/10/2002 | Â | <u>J<sup>(9)</sup></u>  | 50,000    | D | \$ 2.25 | 0         | I | By Sherwood Capital |
| Common Stock | 09/04/2002 | Â | <u>J<sup>(9)</sup></u>  | 60,000    | D | \$ 0.25 | 0         | I | By Sherwood Capital |
| Common Stock | 09/04/2002 | Â | <u>J<sup>(9)</sup></u>  | 10,000    | D | \$ 0.25 | 0         | I | By Sherwood Capital |
| Common Stock | 09/04/2002 | Â | <u>J<sup>(9)</sup></u>  | 290,000   | D | \$ 0.25 | 0         | I | By Sherwood Capital |
| Common Stock | 09/04/2002 | Â | <u>G<sup>(10)</sup></u> | 50,000    | D | \$ 0    | 0         | I | By Sherwood Capital |
| Common Stock | 09/20/2002 | Â | <u>J<sup>(9)</sup></u>  | 100,000   | D | \$ 0.2  | 0         | I | By Sherwood Capital |
| Common Stock | 09/20/2002 | Â | <u>J<sup>(9)</sup></u>  | 10,000    | D | \$ 0.2  | 159,107   | I | By Sherwood Capital |
| Common Stock | 04/23/2003 | Â | <u>J<sup>(9)</sup></u>  | 100,000   | D | \$ 0.07 | 0         | I | By Sherwood Capital |
| Common Stock | 10/14/2003 | Â | S                       | 59,107    | D | \$ 0.14 | 0         | I | By Sherwood Capital |

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

SEC 2270 (9-02)

the form displays a currently valid OMB control number.

**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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | (A)   | (D) | Date Exercisable   | Expiration Date |   |                            |
| Series A Convertible Preferred Stock       | \$ 1   | 12/04/2003                           | Â  | C4                             | Â 30,000  |     | 12/04/2003   | 12/31/2004      | Common Stock  | 30                         |
| Series A Convertible Preferred Stock       | \$ 0.5   | 12/04/2003                           | Â  | C4                             | Â 42,000  |     | 12/04/2003   | 12/31/2004      | Common Stock  | 84                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| MCPEAK PATRICIA<br>1261 HAWK'S FLIGHT COURT<br>EL DORADO HILLS, CA 95762 | Â X           | Â X       | Â Chief Executive Officer | Â     |

## Signatures

S/Patricia  
McPeak 10/07/2004

\*\*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 transferred pursuant to Escrow Agreement.  
The reporting person previously reported gifts on Form 4. Gifts are to family members not part of reporting person's household. The reporting person disclaims beneficial ownership of the shares held by family members and this report should not be deemed an admission that the reporting person is the beneficial owner of the shares held by family members for purposes of Section 16 or for any other purpose.
- (3) Return to reporting person of shares originally gifted by reporting person to family member on September 23, 2002.

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- (4) On November 12, 2003, issuer's stock reverse split 1-for-10, resulting in the reporting person's disposal of 11,206,787 shares of common stock.
- (5) Common stock paid by issuer to reporting person in lieu of compensation.
- The reporting person converted 30,000 shares of Series A Convertible Preferred Stock on December 12, 2003, at a conversion ratio of one share of preferred for one share of common stock resulting in her acquisition of 30,000 shares of common stock. The Series A Preferred shares were obtained upon the conversion of a loan in which reporting person had loaned \$300,000 to the Company.
- (6) Additionally on this date, the reporting person converted \$42,000 in preferred dividends to common stock. The preferred dividends converted had a conversion price of \$0.50 per share of common stock, resulting in the reporting person's acquisition of 84,000 shares of common stock.
- (7) The reporting person acquired 344,956 shares of common stock from issuer in exchange for cancellation of debt in the amount of \$172,478.06.
- (8) The issuer issued 2,155,978 restricted shares of common stock to the reporting person as a contingent bonus pursuant to the reporting person's employment agreement.
- (9) The reporting person transferred shares of issuer's common stock held indirectly for services rendered by various individuals to issuer.
- (10) Gift to mother who did not share reporting person's household at time of gift. The reporting person disclaims beneficial ownership of the shares held by family members and this report should not be deemed an admission that the reporting person is the beneficial owner of the shares held by family members for purposes of Section 16 or for any other purpose.

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.