

CADIZ INC
Form 4
July 25, 2007

FORM 4

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

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

OMB APPROVAL

OMB
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BRACKPOOL KEITH

(Last) (First) (Middle)

**CADIZ INC, 777 SOUTH
FIGUEROA STREET, STE 4250**

(Street)

LOS ANGELES, CA 90017

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CADIZ INC [cdzi]

3. Date of Earliest Transaction
(Month/Day/Year)
07/25/2007

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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	117,436	D	

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

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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Security (Instr. 3 and 4)
Employee Stock Options (right to buy) (1)	\$ 12	05/04/2005		A	100,000	10/01/2006 05/04/2015	Common Stock 100
Performance Rights	(2) (3)	07/25/2007(4)		A	600,000	(2)(3) (2)(3)	Common Stock 600

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BRACKPOOL KEITH CADIZ INC 777 SOUTH FIGUEROA STREET, STE 4250 LOS ANGELES, CA 90017	X Chief Executive Officer

Signatures

Keith Brackpool 07/25/2007

**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) Previously reported.

Represents Milestone-Based Deferred Stock Grants under the Company's 2007 Management Equity Incentive Plan. Each performance right represents a contingent right to receive one share of the Company's common stock. One-half of the performance rights shall be issuable only if the Trading Price of the Company's common stock is at least \$28 per share for any ten trading days (whether or not consecutive) falling within any period of thirty consecutive trading days which, in turn, fall within a period of two years commencing March 13, 2007, and ending March 12, 2009 (the "Milestone Period"). The remaining one-half of the performance rights shall be issuable only if the Trading Price of the Company's common stock is at least \$35 per share for any ten trading days (whether or not consecutive) falling within any period of thirty consecutive trading days which, in turn, fall within the Milestone Period.

(3) (continuation of footnote 5) Any performance rights as to which the Trading Price Conditions set forth above are satisfied shall, subject to the terms of the Company's 2007 Management Equity Incentive Plan, vest and be issuable in four equal annual installments beginning January 1, 2008.

(4) Represents the date upon which the final condition to the effectiveness of the Company's 2007 Management Equity Incentive Plan was satisfied and the Plan became effective.

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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