# FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
|---|---|
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(Print or Type Responses)

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person * TRAFELET REMY W | 2. Issuer Name **and** Ticker or Trading Symbol ALICO INC [alco] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) __X__ Director __X__ 10% Owner _____ Officer (give title below) _____ Other (specify below) |
| (Last) (First) (Middle) C/O TRAFELET BROKAW CAPITAL MANAGEMENT,, 410 PARK AVENUE, 17TH FLOOR | 3. Date of Earliest Transaction (Month/Day/Year) 03/31/2015 | |
| (Street) NEW YORK, NY 10022 | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person |
| (City) (State) (Zip) | **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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Alico, Inc., Common Stock, Par Value $1.00 | 03/31/2015 | 03/31/2015 | P | | 3,364 | A | $ 51.0281 | 171,104 | I | By Delta Offshore Master II, LTD (1) |
| Alico, Inc., Common Stock, Par Value $1.00 | 04/01/2015 | 04/01/2015 | P | | 8,064 | A | $ 51.3304 | 179,168 | I | By Delta Offshore Master II, LTD (1) |
| Alico, Inc., Common Stock, Par Value $1.00 | | | | | | | | 3,705,457 | I | By 734 Investors, LLC (2) |
| Alico, Inc., Common Stock, Par Value $1.00 | | | | | | | | 20,000 | I | By George R. Brokaw (3) |
| Alico, Inc., Common Stock, Par Value $1.00 | | | | | | | | 302,305 | I | By RCF 2014 Legacy LLC (4) |
| Alico, Inc., Common Stock, Par Value $1.00 | | | | | | | | 306,196 | 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)**

| 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) | 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 Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|

| | | | | | | (Instr. 3, 4, and 5) | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| TRAFELET REMY W<br>C/O TRAFELET BROKAW CAPITAL MANAGEMENT,<br>410 PARK AVENUE, 17TH FLOOR<br>NEW YORK, NY 10022 | X | X | | |

# Signatures

| Remy W. Trafelet | | 04/01/2015 |
|---|---|---|
| **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)** On March 31, 2015, Delta Offshore Master II, LTD (the "Fund") purchased 3,364 shares of the Company's Common Stock and on April 1, 2015 the Fund purchased 8,064 shares of the Company's Common Stock. Trafelet Brokaw Capital Management, L.P. ("TCBM") serves as investment manager to the Fund, and in such capacity, exercises voting and investment control over securities held for the accounts of the Fund. Trafelet & Company, LLC ("TC") serves as the general partner of TBCM. Mr. Trafelet is the managing member of TC and may be deemed to have indirect beneficial ownership for the shares reported herein. Mr. Trafelet disclaims beneficial ownership for the Company's Common Stock held by the Fund except to the extent of his pecuniary interest therein.

**(2)** On November 19, 2013, 734 Investors, LLC purchased 3,705,457 shares of the Company's Common Stock. 734 Agriculture, LLC is the managing member of 734 Investors, LLC. Mr. Trafelet and George R. Brokaw are members of 734 Agriculture, LLC. Mr. Trafelet disclaims beneficial ownership of the Company's Common Stock held by 734 Investors, LLC except to the extent of his pecuniary interest therein.

**(3)** George R. Brokaw has entered into an agreement with 734 Investors, LLC to vote his shares as directed by 734 Investors, LLC. As noted in footnote 2, 734 Agriculture, LLC is the managing member of 734 Investors, LLC and Mr. Trafelet and George R. Brokaw are the members of 734 Agriculture, LLC.

**(4)** Mr. Trafelet is the sole beneficiary of a trust, RCF 2014 Legacy LLC. Mr. Trafelet disclaims beneficial ownership of the shares held by such trust except to the extent of his pecuniary interest therein.

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