

Patten Mark E
 Form 4
 April 29, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
 Patten Mark E

2. Issuer Name and Ticker or Trading Symbol
 CONSOLIDATED TOMOKA LAND CO [CTO]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1530 CORNERSTONE BLVD. STE. 100
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/25/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SENIOR VP AND CFO

DAYTONA BEACH, FL 32117

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount	(D)	Price
COMMON STOCK	01/25/2013		A	(1)	2,500	A	\$ 0 (1)
					4,500	D	

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)

Edgar Filing: Patten Mark E - Form 4

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)
RESTRICTED SHARE GRANT	\$ 36	01/25/2013		A	2,500 (2)	01/25/2013 04/16/2022	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Patten Mark E 1530 CORNERSTONE BLVD. STE. 100 DAYTONA BEACH, FL 32117			SENIOR VP AND CFO	

Signatures

MARK E.
PATTEN

04/29/2013

**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) REPRESENTS THE NUMBER OF RESTRICTED SHARES THAT VESTED UPON THE SATISFACTION PRICE CRITERIA DESCRIBED IN FOOTNOTE #2.
- (2) REPRESENTS THE NUMBER OF RESTRICTED SHARES BENEFICIALLY OWNED BY THE REPORTING PERSON. ON APRIL 16, 2012, THE REPORTING PERSON WAS GRANTED 17,000 RESTRICTED SHARES, WHICH VEST IN SIX TRANCHES BASED ON THE ISSUER'S STOCK ATTAINING CERTAIN TARGET PRICES PER SHARE OR HURDLES, AS FOLLOWS: \$36, \$40, \$46, \$53, \$60, AND \$65. THE FIRST TRANCHE OF THE RESTRICTED SHARE GRANT VESTED ON JANUARY 25, 2013.
- 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.