Albright John P Form 4 April 29, 2013

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(Last)

(City)

1530 CORNERSTONE

1. Name and Address of Reporting Person **
Albright John P

2. Issuer Name **and** Ticker or Trading Symbol

CONSOLIDATED TOMOKA LAND CO [CTO]

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 03/21/2013

BLVD., SUITE 100

(State)

(Zip)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

PRESIDENT AND CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

DAYTONA BEACH, FL 32117

4. Securities Acquired 5. Amount of 1. Title of 2. Transaction Date 2A. Deemed 3. 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Ownership Indirect (Instr. 3) Code (D) Beneficially Form: Direct Beneficial (Instr. 3, 4 and 5) Owned (Month/Day/Year) (Instr. 8) (D) or Ownership Indirect (I) (Instr. 4) Following Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V (D) Price Amount **COMMON** 16,000 \$0 03/21/2013 D Α 51,400 (1) (1) **STOCK**

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. Transactic Code (Instr. 8)	onDerivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
RESTRICTED SHARE GRANT	\$ 36	03/21/2013		A		16,000 (2)	03/21/2013	08/01/2021	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships						
Fg -	Director	10% Owner	Officer	Other			
Albright John P 1530 CORNERSTONE BLVD. SUITE 100	X		PRESIDENT AND CEO				
DAYTONA BEACH, FL 32117							

Signatures

JOHN P.

ALBRIGHT 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.
 - REPRESENTS THE NUMBER OF RESTRICTED SHARES BENEFICIALLY OWNED BY THE REPORTING PERSON. ON AUGUST 1, 2011, THE REPORTING PERSON WAS GRANTED 96,000 RESTRICTED SHARES, WHICH VEST IN SIX
- (2) 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 MARCH 21, 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.

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