

NUTRACEA

Form 4

October 06, 2005

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LYNCH IKE E

(Last) (First) (Middle)

1241 HAWK'S FLIGHT
COURT, SUITE 103

(Street)

EL DORADO HILLS, CA 95762

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/04/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Operating Officer

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

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
Common Stock	10/04/2005		A		272,677	A	<u>1</u> 272,677 <u>2</u>

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
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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 of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option (right to buy)	\$ 0.3	10/04/2005		A		76,799		10/04/2005	09/09/2008	Common Stock	76,799
Stock Option (right to buy)	\$ 0.3	10/04/2005		A		30,719		10/04/2005	09/09/2008	Common Stock	30,719
Stock Option (right to buy)	\$ 0.3	10/04/2005		A		691,191		10/04/2005	11/01/2009	Common Stock	691,191
Stock Option (right to buy)	\$ 0.3	10/04/2005		A		95,998		10/04/2005	01/02/2012	Common Stock	95,998
Stock Option (right to buy)	\$ 0.3	10/04/2005		A		596,812		(8)	03/31/2015	Common Stock	537,671
Stock Option (right to buy)	(10)	10/04/2005		A		39,935		(10)	(10)	Common Stock	39,935

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LYNCH IKE E 1241 HAWK'S FLIGHT COURT SUITE 103 EL DORADO HILLS, CA 95762			Chief Operating Officer	

Signatures

/s/ Ike E. Lynch

10/06/2005

__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) Received in exchange for 355,054 shares of The RiceX Company common stock in connection with the merger between The RiceX Company and NutraCea (the "Merger").
 - (2) Includes 11,065 shares owned indirectly through spouse which were received in exchange for 14,409 shares of The RiceX Company in the Merger to which the reporting person disclaims any beneficial ownership.
 - (3) Received in the Merger in exchange for an employee stock option to acquire 100,000 shares of The RiceX Company common stock for \$0.30 per share.
 - (4) Received in the Merger in exchange for an employee stock option to acquire 40,000 shares of The RiceX Company common stock for \$0.30 per share.
 - (5) Received in the Merger in exchange for an employee stock option to acquire 900,000 shares of The RiceX Company common stock for \$0.30 per share.
 - (6) Received in the Merger in exchange for an employee stock option to acquire 125,000 shares of The RiceX Company common stock for \$0.30 per share.
Received in the Merger in exchange for an employee stock option to acquire 777,111 shares of The RiceX Company common stock for \$0.30 per share. Includes options to purchase 32,255 shares owned indirectly through spouse which were received in exchange for options to purchase 42,000 shares of The RiceX Company in the Merger. The reporting person disclaims any beneficial ownership of securities owned by spouse.
 - (8) Immediate vesting of 1/3 of options originally granted on March 31, 2005 with balance vesting monthly over three years.
Includes options to purchase 39,935 shares owned indirectly through spouse which were received in exchange for options to purchase
 - (9) 52,000 shares of The RiceX Company in the Merger. The reporting person disclaims any beneficial ownership of securities owned by spouse.
 - (10) Various

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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