

Garner Colin
Form 4
October 30, 2012

FORM 4

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

OMB APPROVAL

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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 *
Garner Colin

2. Issuer Name and Ticker or Trading Symbol
RiceBran Technologies [RIBT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/22/2012

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

Sr. Vice President Sales

6720 N SCOTTSDALE ROAD, SUITE 390

(Street)

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

SCOTTSDALE, AZ 85253

(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 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)	Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title Underlying (Instr. 3)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(Instr. 3, 4, and 5) V (A) (D)	Date Exercisable	Expiration Date	Title	
Common Stock Option, right to buy	\$ 0.12 ⁽¹⁾	10/22/2012	D		275,030	12/31/2012	04/25/2022	Common Stock
Common Stock Option, right to buy	\$ 0.08 ⁽¹⁾	10/22/2012	A	275,030		12/31/2012 ⁽³⁾	04/25/2022	Common Stock
Common Stock Option, right to buy	\$ 0.2 ⁽¹⁾	10/22/2012	D		98,205	12/31/2011	07/15/2013	Common Stock
Common Stock Option, right to buy	\$ 0.08 ⁽¹⁾	10/22/2012	A	98,205		12/31/2011	07/15/2013	Common Stock
Common Stock Option, right to buy	\$ 0.2 ⁽¹⁾	10/22/2012	D		56,650	12/31/2011	07/15/2014	Common Stock
Common Stock Option, right to buy	\$ 0.08 ⁽¹⁾	10/22/2012	A	56,650		12/31/2011	07/15/2014	Common Stock
Common Stock Option, right to buy	\$ 0.2 ⁽¹⁾	10/22/2012	D		1,000,000	09/30/2010	09/01/2020	Common Stock
Common Stock Option, right to buy	\$ 0.08 ⁽¹⁾	10/22/2012	A	1,000,000		09/30/2010 ⁽²⁾	09/01/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Garner Colin 6720 N SCOTTSDALE ROAD SUITE 390 SCOTTSDALE, AZ 85253			Sr. Vice President Sales	

Signatures

J. Dale Belt, by power of attorney
10/30/2012

**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) Effective 10/22/12, the board of directors lowered the exercise price of all options held by Mr. Garner to \$0.08 per share. No other terms of the options changed.
 - (2) Vests in forty eight equal installment beginning 09/30/10 and ending 8/31/14.
 - (3) 68,758 vested 4/25/12 and the remainder vest in seventeen equal installments beginning 4/30/12 and ending 12/31/12

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.