

Patten Mark E
Form 4
August 24, 2017

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 *
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)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. VP & CFO

(Last) (First) (Middle)

1140 N. WILLIAMSON
BLVD., SUITE 140

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2017

DAYTONA BEACH, FL 32114

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) | | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------------------|---|--|-----------------------------------|
| | | | | Code | V Amount (D) Price | | | |
| Common Stock | 08/22/2017 | | M | | 2,000 | A \$ 34.95 | 32,007 ⁽¹⁾ | D |
| Common Stock | 08/22/2017 | | F | | 194 | D \$ 54.46 | 31,813 | D |
| Common Stock | 08/22/2017 | | S | | 1,320 | D \$ 53.9481 ⁽²⁾ | 30,493 | D |
| Common Stock | 08/23/2017 | | M | | 2,000 | A \$ 34.95 | 32,493 | D |
| | 08/23/2017 | | F | | 196 | D \$ 53.25 | 32,297 | D |

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| | | | | | | | |
|--------------|------------|--|---|-------|---|-----------------------------|----------|
| Common Stock | | | | | | | |
| Common Stock | 08/24/2017 | | M | 2,000 | A | \$ 34.95 | 34,297 D |
| Common Stock | 08/24/2017 | | F | 188 | D | \$ 54.09 | 34,109 D |
| Common Stock | 08/24/2017 | | S | 2,640 | D | \$ 53.7758 <u>(3)</u> | 31,469 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.

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(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) (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) | 8. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy common stock) | \$ 34.95 | 08/22/2017 | | M | 2,000 | <u>(4)</u> 01/23/2018 | Common Stock | 2,000 |
| Employee Stock Option (right to buy common stock) | \$ 34.95 | 08/23/2017 | | M | 2,000 | <u>(4)</u> 01/23/2018 | Common Stock | 2,000 |
| Employee Stock | \$ 34.95 | 08/24/2017 | | M | 2,000 | <u>(4)</u> 01/23/2018 | Common Stock | 2,000 |

Option
(right to
buy
common
stock)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| Patten Mark E 1140 N. WILLIAMSON BLVD. SUITE 140 DAYTONA BEACH, FL 32114 | | | Sr. VP & CFO | |

Signatures

/s/Daniel E. Smith, Attorney-in-Fact for Mark E.
Patten

08/24/2017

__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) Amounts in Table I column 5 include 5,000 shares of restricted common stock which vest over time and 6,000 shares of restricted common stock which vest based on share price appreciation, both of which were previously reported.
This transaction was executed in multiple trades at prices ranging from \$53.85 to \$54.25. The price set forth above reflects the
- (2) weighted-average price per share. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the trades were effected.
This transaction was executed in multiple trades at prices ranging from \$53.30 to \$54.09. The price set forth above reflects the
- (3) weighted-average price per share. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the trades were effected.
- (4) The option, representing a right to purchase a total of 10,000 shares, became exercisable in three annual installments beginning on 1/23/14, which was the first anniversary of the date on which the option was granted.

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.