FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPRO              | VAL       |  |  |  |  |
|------------------------|-----------|--|--|--|--|
| OMB Number:            | 3235-0287 |  |  |  |  |
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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/h)                       |

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* <u>HELIN JAMES D</u>                    |   |  |   |       |  | 2. Issuer Name <b>and</b> Ticker or Trading Symbol CALAVO GROWERS INC [ CVGW ] |   |        |  |             |                     |   |                                |                     | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner   |   |   |  |
|--|---|--|---|-------|--|--|---|--------|--|-------------|---------------------|---|--------------------------------|---------------------|---|---|---|--|
| (Last)<br>1141A C  |   |  | 3. Date of Earliest Transaction (Month/Day/Year) 01/20/2015 |       |  |  |   |        |  |             |                     | Offic<br>below  | er (give title<br>w)           | Othe<br>belov       | (specify<br>)   |   |   |  |
| (Street) SANTA PAULA CA 93036 (City) (State) (Zip)                               |   |  |   |       | 4. If                                      | 4. If Amendment, Date of Original Filed (Month/Day/Year)                       |   |        |  |             |                     |   |                                |                     | Individual or Joint/Group Filing (Check Applicable ne)  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 |   |  |   |       |  |  |   |        |  |             |                     |   |                                |                     |   |   |   |  |
| Dat  |   |  |   |       | 2. Transaction<br>Date<br>(Month/Day/Year) |  | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |        | 3. 4. Securities Acquire Disposed Of (D) (Inst. 8)             |             |                     |   |                                | nd Securi<br>Benefi | icially<br>d Following  | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4)   | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership               |  |
|  |   |  |   |       |  |  | v   | Amount | (4   | A) or<br>D) | Price               | Transa  | action(s)<br>3 and 4)          |                     | (Instr. 4)  |   |   |  |
| Common Stock 01/2  |   |  |   |       |  | /2015  |   |        | A  |             | 1,750               |   | A \$0                          |                     | ) !   | 5,500   | D   |  |
|  |   | Та   |   |       |  |  |   |        |  |             | sed of,<br>onvertib |   |                                |                     | Owned   |   |   |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                              | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deeme<br>Execution<br>if any<br>(Month/Da               | Date, | Code (Inst                                 |  |   |        | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |             |                     | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr.<br>and 4) |                                |                     | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)   | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 4) | Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  |   |  |   |       | Code                                       | v  | (A)   | (D)    | Date<br>Exercisal  |             | Expiration<br>Date  | Title   | Amo<br>or<br>Num<br>of<br>Shar | ber                 |   |   |   |  |

Explanation of Responses:

/s/ James D. Helin

01/20/2015

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.