SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
BARNES GEORGE H	CALAVO GROWERS INC [CVGW]	

(Last)	(First)	(Middle)
31510 LAUREL RIDGE DR		

3. Date of Earliest Transaction (Month/Day/Year)
09/07/2007

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

(Street)

VALLEY CENTER	CA	92082

4. If Amendment, Date of Original Filed (Month/Day/Year)
09/07/2007

6. Individual or Joint/Group Filing (Check Applicable Line)

	X	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) (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	09/07/2007		S		100	D	$18.99	13,900[(1)]	I	As Trustee for Family Trust
Common Stock	09/07/2007		S		100	D	$19.04	13,800[(1)]	I	As Trustee for Family Trust
Common Stock	09/07/2007		S		300	D	$19.01	13,500[(1)]	I	As Trustee for Family Trust

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Amendment filed to correct the number of shares in Column 5, Amount of Securities Beneficially Owned Following Reported Transaction.

/s/ George H. Barnes	09/30/2008
** Signature of Reporting Person	Date