

Smith Daniel Earl
 Form 4/A
 March 07, 2019

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 *
 Smith Daniel Earl

2. Issuer Name and Ticker or Trading Symbol
 CONSOLIDATED TOMOKA
 LAND CO [CTO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 P.O. BOX 10809
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/29/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP & General Counsel

DAYTONA BEACH, FL 32120
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 01/31/2018

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--------------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 01/29/2018 | | F | 498 ⁽¹⁾ | \$ 66.19 | D | 11,895 ⁽²⁾ ⁽³⁾ |

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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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Smith Daniel Earl P.O. BOX 10809 DAYTONA BEACH, FL 32120 | | | Sr. VP & General Counsel | |

Signatures

/s/ Daniel E. Smith 03/07/2019

**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) On 1/29/2018, a total of 1,833 shares of restricted common stock of the Issuer, a portion of such restricted shares having been awarded to the Reporting Person on each of 1/28/2015, 1/27/2016 and 1/25/2017, became vested and unrestricted. A portion of the vesting shares was withheld by the Issuer in order to satisfy the Reporting Person's tax liability.
- (2) This amount includes 4,134 shares of restricted common stock which vest over time, and 1,250 shares of restricted common stock which vest based on share price appreciation, both of which were previously reported.
- (3) This Form 4/A amends and replaces in its entirety the Form 4 filed by the Reporting Person on 1/31/2018 (the "Original Filing"). This report on Form 4/A is being filed solely to correct the inadvertent over-reporting of the Reporting Person's total holdings of common stock by 73 shares (the "Over-Reported Shares"). The Over-Reported Shares were also inadvertently included in three Forms 4 filed by the Reporting Person after the Original Filing.

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.