

Edgar Filing: LANCASTER COLONY CORP - Form SC 13D

LANCASTER COLONY CORP  
Form SC 13D  
March 19, 2007

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

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a)  
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Lancaster Colony Corporation  
-----

(Name of Issuer)

Common Stock, no par value per share  
-----

(Title of Class of Securities)

513847103  
-----

(CUSIP Number)

Mr. James A. Mitarotonda  
c/o Barington Companies Equity Partners, L.P.  
888 Seventh Avenue, 17th Floor  
New York, NY 10019  
(212) 974-5700  
-----

(Name, Address and  
Telephone Number of Person Authorized to  
Receive Notices  
and Communications)

March 9, 2007  
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(Date of Event which Requires Filing  
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f), or 13d-1(g), check the following box: .

(Continued on following pages)

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1 NAME OF REPORTING PERSON: Barington Companies Equity Partners, L.P.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 13-4088890  
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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

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(b) [ ]

-----			
3	SEC USE ONLY		
-----			
4	SOURCE OF FUNDS:	WC	
-----			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e)	[_]	
-----			
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware	
-----			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	472,281
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	472,281
	10	SHARED DISPOSITIVE POWER	none
-----			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	472,281	
-----			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[_]	
-----			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	1.49%	
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14	TYPE OF REPORTING PERSON:	PN	
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1	NAME OF REPORTING PERSON: Barington Companies Investors, LLC		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):	13-4126527	
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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a)	[X]	
	(b)	[ ]	
-----			
3	SEC USE ONLY		
-----			
4	SOURCE OF FUNDS:	OO	
-----			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e)	[_]	
-----			
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware	
-----			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	7	SOLE VOTING POWER	472,281
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	472,281

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REPORTING PERSON WITH	10	SHARED DISPOSITIVE POWER	none
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:		472,281
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		1.49%
14	TYPE OF REPORTING PERSON:		00

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1	NAME OF REPORTING PERSON: Barington Investments, L.P.		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 20-2871525		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a)	<input checked="" type="checkbox"/>	
	(b)	<input type="checkbox"/>	
3	SEC USE ONLY		
4	SOURCE OF FUNDS:		WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION		Delaware
	7	SOLE VOTING POWER	219,251
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	219,251
	10	SHARED DISPOSITIVE POWER	none
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:		219,251
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		0.69%
14	TYPE OF REPORTING PERSON:		PN

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1 NAME OF REPORTING PERSON: Barington Companies Advisors, LLC  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 20-0327470

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (a)  [X]  
 (b)  [ ]

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS: OO

---

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS  
 IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)  [ ]

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

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	7	SOLE VOTING POWER	219,251
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	219,251
	10	SHARED DISPOSITIVE POWER	none

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY  
 EACH REPORTING PERSON: 219,251

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
 EXCLUDES CERTAIN SHARES  [ ]

---

13 PERCENT OF CLASS REPRESENTED  
 BY AMOUNT IN ROW (11): 0.69%

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14 TYPE OF REPORTING PERSON: OO

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1 NAME OF REPORTING PERSON: Benchmark Opportunitas Fund plc  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (a)  [X]  
 (b)  [ ]

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS: WC

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5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	<input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Ireland	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	42,782
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	42,782
	10	SHARED DISPOSITIVE POWER	none
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	42,782	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	0.14%	
14	TYPE OF REPORTING PERSON:	CO	

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1	NAME OF REPORTING PERSON: Barington Offshore Advisors, LLC		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 20-4797640		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a) <input checked="" type="checkbox"/>		
	(b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS: 00		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	42,782
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	42,782
	10	SHARED DISPOSITIVE POWER	none
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	42,782	

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11): 0.14%

14 TYPE OF REPORTING PERSON: IA, OO

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1 NAME OF REPORTING PERSON: Barington Companies Offshore Fund, Ltd.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS: WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS  
IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	796,498
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	796,498
	10	SHARED DISPOSITIVE POWER	none

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY  
EACH REPORTING PERSON: 796,498

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11): 2.52%

14 TYPE OF REPORTING PERSON: CO

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1 NAME OF REPORTING PERSON: Barington Offshore Advisors II, LLC

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 20-8325785

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

-----

3 SEC USE ONLY

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4 SOURCE OF FUNDS: OO

-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	796,498
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	796,498
	10	SHARED DISPOSITIVE POWER	none

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 796,498

-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 2.52%

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14 TYPE OF REPORTING PERSON: IA, OO

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1 NAME OF REPORTING PERSON: Barington Capital Group, L.P.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 13-3635132

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS: OO

-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

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6 CITIZENSHIP OR PLACE OF ORGANIZATION New York

-----

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	1,530,812
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	1,530,812
	10	SHARED DISPOSITIVE POWER	none
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:		1,530,812
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		4.84%
14	TYPE OF REPORTING PERSON:		PN

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1	NAME OF REPORTING PERSON: LNA Capital Corp.		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 13-3635168		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a)	<input checked="" type="checkbox"/>	
	(b)	<input type="checkbox"/>	
3	SEC USE ONLY		
4	SOURCE OF FUNDS:		00
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION		Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	1,530,812
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	1,530,812
	10	SHARED DISPOSITIVE POWER	none
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:		1,530,812
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		4.84%



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14 TYPE OF REPORTING PERSON: CO

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1 NAME OF REPORTING PERSON: James A. Mitarotonda

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS: OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS  
IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	1,530,812
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	1,530,812
	10	SHARED DISPOSITIVE POWER	none

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY  
EACH REPORTING PERSON: 1,530,812

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11): 4.84%

14 TYPE OF REPORTING PERSON: IN

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1 NAME OF REPORTING PERSON: RJG Capital Partners, L.P.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 20-0133443

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

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-----			
3	SEC USE ONLY		
-----			
4	SOURCE OF FUNDS:	WC	
-----			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	<input type="checkbox"/>	
-----			
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware	
-----			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	4,300
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	4,300
	10	SHARED DISPOSITIVE POWER	none
-----			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	4,300	
-----			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>	
-----			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	0.01%	
-----			
14	TYPE OF REPORTING PERSON:	PN	
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1	NAME OF REPORTING PERSON: RJG Capital Management, LLC		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):	20-0027325	
-----			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a)	<input checked="" type="checkbox"/>	
	(b)	<input type="checkbox"/>	
-----			
3	SEC USE ONLY		
-----			
4	SOURCE OF FUNDS:	OO	
-----			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	<input type="checkbox"/>	
-----			
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware	
-----			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	7	SOLE VOTING POWER	4,300
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	4,300
-----			

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PERSON WITH	10	SHARED DISPOSITIVE POWER	none
-----			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:		4,300
-----			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
-----			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		0.01%
-----			
14	TYPE OF REPORTING PERSON:		OO
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1	NAME OF REPORTING PERSON: Ronald Gross		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):		
-----			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a)	<input checked="" type="checkbox"/>	[X]
	(b)	<input type="checkbox"/>	[ ]
-----			
3	SEC USE ONLY		
-----			
4	SOURCE OF FUNDS:		OO
-----			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		<input type="checkbox"/>
-----			
6	CITIZENSHIP OR PLACE OF ORGANIZATION		United States
-----			
	7	SOLE VOTING POWER	4,300
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	4,300
	10	SHARED DISPOSITIVE POWER	none
-----			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:		4,300
-----			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
-----			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		0.01%
-----			
14	TYPE OF REPORTING PERSON:		IN
-----			

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1 NAME OF REPORTING PERSON: D.B. Zwirn Special Opportunities Fund, L.P.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 73-1637217

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  [X]  
(b)  [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS: WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)  [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

	7	SOLE VOTING POWER	34,270
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	34,270
	10	SHARED DISPOSITIVE POWER	none

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 34,270

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.11%

14 TYPE OF REPORTING PERSON: PN

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1 NAME OF REPORTING PERSON: D.B. Zwirn Special Opportunities Fund, Ltd.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  [X]  
(b)  [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS: WC

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5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	[_]	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	66,754
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	66,754
	10	SHARED DISPOSITIVE POWER	none
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	66,754	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[_]	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	0.21%	
14	TYPE OF REPORTING PERSON:	CO	

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1	NAME OF REPORTING PERSON: HCM/Z Special Opportunities LLC		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):	98-0436333	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a)	[X]	
	(b)	[ ]	
3	SEC USE ONLY		
4	SOURCE OF FUNDS:	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	[_]	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	7,908
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	7,908
	10	SHARED DISPOSITIVE POWER	none
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	7,908	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)		

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EXCLUDES CERTAIN SHARES

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.03%

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14 TYPE OF REPORTING PERSON: OO

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CUSIP No. 513847103

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1 NAME OF REPORTING PERSON: D.B. Zwirn & Co., L.P.  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 02-0597442

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (a)   
 (b)

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS: OO

---

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

---

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	108,932
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	108,932
	10	SHARED DISPOSITIVE POWER	none

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 108,932

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.34%

---

14 TYPE OF REPORTING PERSON: PN

---

SCHEDULE 13D

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1 NAME OF REPORTING PERSON: DBZ GP, LLC

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 42-1657316

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  [X]  
(b)  [ ]

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS: OO

-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)  [ ]

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	108,932
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	108,932
	10	SHARED DISPOSITIVE POWER	none

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 108,932

-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  [ ]

-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.34%

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14 TYPE OF REPORTING PERSON: OO

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SCHEDULE 13D

CUSIP No. 513847103

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1 NAME OF REPORTING PERSON: Zwirn Holdings, LLC

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY): 30-0080444

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  [X]  
(b)  [ ]

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS: OO

-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)  [ ]

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

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7 SOLE VOTING POWER 108,932

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NUMBER OF SHARES	8	SHARED VOTING POWER	none
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER	108,932
	10	SHARED DISPOSITIVE POWER	none
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:		108,932
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		0.34%
14	TYPE OF REPORTING PERSON:		00

SCHEDULE 13D

CUSIP No. 513847103

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1	NAME OF REPORTING PERSON: Daniel B. Zwirn		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY		
4	SOURCE OF FUNDS:		00
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION		United States
	7	SOLE VOTING POWER	108,932
	8	SHARED VOTING POWER	none
	9	SOLE DISPOSITIVE POWER	108,932
	10	SHARED DISPOSITIVE POWER	none
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:		108,932
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		0.34%
14	TYPE OF REPORTING PERSON:		IN



Item 1. Security and Issuer.

This statement on Schedule 13D (the "Statement") relates to the common stock, no par value per share (the "Common Stock"), of Lancaster Colony Corporation, an Ohio corporation (the "Company"). The principal executive offices of the Company are located at 37 West Broad Street, Columbus, Ohio 43215.

Item 2. Identity and Background.

(a) - (c) This Statement is being filed by Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC, Barington Investments, L.P., Barington Companies Advisors, LLC, Benchmark Opportunitas Fund plc, Barington Offshore Advisors, LLC, Barington Companies Offshore Fund, Ltd., Barington Offshore Advisors II, LLC, Barington Capital Group, L.P., LNA Capital Corp., James A. Mitarotonda, RJG Capital Partners, L.P., RJG Capital Management, LLC, Ronald Gross, D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund, Ltd., HCM/Z Special Opportunities LLC, D.B. Zwirn & Co., L.P., DBZ GP, LLC, Zwirn Holdings, LLC and Daniel B. Zwirn (each, a "Reporting Entity" and, collectively, the "Reporting Entities").

As of March 16, 2007, the Reporting Entities are the beneficial owners of, in the aggregate, 1,644,044 shares of Common Stock, representing approximately 5.20% of the shares of Common Stock presently outstanding.

Barington Companies Equity Partners, L.P. is a Delaware limited partnership. The principal business of Barington Companies Equity Partners, L.P. is acquiring, holding and disposing of investments in various companies. The address of the principal business and principal office of Barington Companies Equity Partners, L.P. is 888 Seventh Avenue, 17th Floor, New York, New York 10019.

Barington Investments, L.P. is a Delaware limited partnership. The principal business of Barington Investments, L.P. is acquiring, holding and disposing of investments in various companies. The address of the principal business and principal office of Barington Investments, L.P. is 888 Seventh Avenue, 17th Floor, New York, New York 10019.

Benchmark Opportunitas Fund plc is a public limited company incorporated under the laws of Ireland as an investment company. The principal business of Benchmark Opportunitas Fund plc is acquiring, holding and disposing of investments in various companies. The address of the principal business and principal office of Benchmark Opportunitas Fund, plc is Styne House, 2nd Floor, Upper Hatch Street, Dublin 2, Ireland. The directors of Benchmark Opportunitas Fund plc and their principal occupations and business addresses are set forth on Schedule I and incorporated by reference in this Item 2.

Barington Companies Offshore Fund, Ltd. is an international business company organized under the laws of the British Virgin Islands. The principal business of Barington Companies Offshore Fund, Ltd. is acquiring, holding and disposing of investments in various companies. The address of the principal business and principal office of Barington Companies Offshore Fund, Ltd. is c/o Bison Financial Services Limited, Bison Court, Road Town, Tortola, British Virgin Islands. The executive officers and directors of Barington Companies Offshore Fund, Ltd. and their principal occupations and business addresses are

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set forth on Schedule II and incorporated by reference in this Item 2.

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The general partner of Barington Companies Equity Partners, L.P. is Barington Companies Investors, LLC. Barington Companies Investors, LLC is a Delaware limited liability company. The principal business of Barington Companies Investors, LLC is serving as the general partner of Barington Companies Equity Partners, L.P. The address of the principal business and principal office of Barington Companies Investors, LLC is 888 Seventh Avenue, 17th Floor, New York, New York 10019. James A. Mitarotonda is the Managing Member of Barington Companies Investors, LLC.

The general partner of Barington Investments, L.P. is Barington Companies Advisors, LLC. Barington Companies Advisors, LLC is a Delaware limited liability company. The principal business of Barington Companies Advisors, LLC is serving as the general partner of Barington Investments, L.P. The address of the principal business and principal office of Barington Companies Advisors, LLC is 888 Seventh Avenue, 17th Floor, New York, New York 10019. James A. Mitarotonda is the Managing Member of Barington Companies Advisors, LLC.

The investment advisor of Benchmark Opportunitas Fund plc is Barington Offshore Advisors, LLC. Barington Offshore Advisors, LLC is a Delaware limited liability company. The principal business of Barington Offshore Advisors, LLC is serving as the investment advisor of Benchmark Opportunitas Fund plc. The address of the principal business and principal office of Barington Offshore Advisors, LLC is 888 Seventh Avenue, 17th Floor, New York, New York 10019. James A. Mitarotonda is the Managing Member of Barington Offshore Advisors, LLC.

The investment advisor of Barington Companies Offshore Fund, Ltd. is Barington Offshore Advisors II, LLC. Barington Offshore Advisors II, LLC is a Delaware limited liability company. The principal business of Barington Offshore Advisors II, LLC is serving as the investment advisor of Barington Companies Offshore Fund, Ltd. The address of the principal business and principal office of Barington Offshore Advisors II, LLC is 888 Seventh Avenue, 17th Floor, New York, New York 10019. James A. Mitarotonda is the Managing Member of Barington Offshore Advisors II, LLC.

Barington Companies Investors, LLC, Barington Companies Advisors, LLC, Barington Offshore Advisors, LLC and Barington Offshore Advisors II, LLC are each majority-owned subsidiaries of Barington Capital Group, L.P. Barington Capital Group, L.P. is a New York limited partnership. The principal business of Barington Capital Group, L.P. is acquiring, holding and disposing of investments in various companies. The address of the principal business and principal office of Barington Capital Group, L.P. is 888 Seventh Avenue, 17th Floor, New York, New York 10019.

The general partner of Barington Capital Group, L.P. is LNA Capital Corp. LNA Capital Corp. is a Delaware corporation. The principal business of LNA Capital Corp. is serving as the general partner of Barington Capital Group, L.P. The address of the principal business and principal office of LNA Capital Corp. is c/o Barington Capital Group, L.P., 888 Seventh Avenue, 17th Floor, New York, New York 10019. James A. Mitarotonda is the sole stockholder and director of LNA Capital Corp. The executive officers of LNA Capital Corp. and their principal occupations and business addresses are set forth on Schedule III and incorporated by reference in this Item 2. The principal occupation of Mr. Mitarotonda is serving as the Chairman and Chief Executive Officer of Barington Capital Group, L.P. The business address of Mr. Mitarotonda is c/o Barington Capital Group, L.P., 888 Seventh Avenue, 17th Floor, New York, New York 10019.

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RJG Capital Partners, L.P. is a Delaware limited partnership formed to engage in the business of acquiring, holding and disposing of investments in various companies. The address

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of the principal offices of RJG Capital Partners, L.P. is 11517 West Hill Drive, North Bethesda, Maryland 20852.

The general partner of RJG Capital Partners, L.P. is RJG Capital Management, LLC. RJG Capital Management, LLC is a Delaware limited liability company formed to be the general partner of RJG Capital Partners, L.P. The address of the principal offices of RJG Capital Management, LLC is 11517 West Hill Drive, North Bethesda, Maryland 20852. Ronald Gross is the Managing Member of RJG Capital Management, LLC. The business address of Mr. Gross is c/o RJG Capital Management, LLC, 11517 West Hill Drive, North Bethesda, Maryland 20852.

D.B. Zwirn Special Opportunities Fund, L.P. is a Delaware limited partnership formed to be a private investment fund. The address of the principal business and principal office of D.B. Zwirn Special Opportunities Fund, L.P. is 745 Fifth Avenue, 18th Floor, New York, New York 10151.

D.B. Zwirn Special Opportunities Fund, Ltd. is an exempted company organized under the laws of the Cayman Islands formed to be a private investment fund. The address of the principal business and principal office of D.B. Zwirn Special Opportunities Fund, Ltd. is c/o Goldman Sachs (Cayman) Trust, Limited, P.O. Box 896 GT, George Town, Harbour Centre, 2nd Floor, Grand Cayman, Cayman Island, British West Indies. HCM/Z Special Opportunities LLC is an exempted company organized under the laws of the Cayman Islands formed to be used as an investment vehicle. The address of the principal business and principal office of HCM/Z Special Opportunities LLC is c/o Highbridge Capital Corporation, Corporate Centre, 4th Floor, 27 Hospital Road, Grand Cayman, Cayman Islands, British West Indies. There are no officers of D.B. Zwirn Special Opportunities Fund, Ltd. or HCM/Z Special Opportunities LLC. The directors of D.B. Zwirn Special Opportunities Fund, Ltd. and HCM/Z Special Opportunities LLC and their principal occupations and business addresses are set forth on Schedule IV and incorporated by reference in this Item 2.

The manager of D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund, Ltd. and HCM/Z Special Opportunities LLC is D.B. Zwirn & Co., L.P. D.B. Zwirn & Co., L.P. is a Delaware limited partnership. The principal business of D.B. Zwirn & Co., L.P. is acting as the manager of D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund, Ltd. and HCM/Z Special Opportunities LLC. The address of the principal business and principal office of D.B. Zwirn & Co., L.P. is 745 Fifth Avenue, 18th Floor, New York, New York 10151. The general partner of D.B. Zwirn & Co., L.P. is DBZ GP, LLC. DBZ GP, LLC is a Delaware limited liability company that acts as the general partner of D.B. Zwirn & Co., L.P. The address of the principal business and principal office of DBZ GP, LLC is 745 Fifth Avenue, 18th Floor, New York, New York 10151.

The managing member of DBZ GP, LLC is Zwirn Holdings, LLC. Zwirn Holdings, LLC is a Delaware limited liability company that acts as the managing member of DBZ GP, LLC. The address of the principal business and principal office of Zwirn Holdings, LLC is 745 Fifth Avenue, 18th Floor, New York, New York 10151. Daniel B. Zwirn is the managing member of Zwirn Holdings, LLC. The business address of Mr. Zwirn is c/o D.B. Zwirn & Co., L.P., 745 Fifth Avenue, 18th Floor, New York, New York 10151.

The Reporting Entities do not believe that certain of the foregoing

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information is called for by the Items of Schedule 13D and are disclosing it for supplemental informational purposes only. Information with respect to each of the Reporting Entities is given solely by such Reporting Entity and no Reporting Entity shall have responsibility for the accuracy or completeness of information supplied by another Reporting Entity.

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(d) - (e) During the last five years, none of the Reporting Entities or any other person identified in response to this Item 2 was convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each natural person identified in Item 2 is a citizen of the United States, other than Graham Cook, a director of Barington Companies Offshore Fund, Ltd., who is a citizen of the United Kingdom, Jonathan Clipper, a director of Barington Companies Offshore Fund, Ltd., who is a citizen of Bermuda and the United Kingdom, Jim Cleary, a director of Benchmark Opportunitas Fund plc, who is a citizen of Ireland, Andreas Jeschko, a director of Benchmark Opportunitas Fund plc, who is a citizen of Austria, Karen Kisling, a director of Benchmark Opportunitas Fund plc, who is a citizen of Austria, Carl O'Sullivan, a director of Benchmark Opportunitas Fund plc, who is a citizen of Ireland, Alison Nolan, a director of D.B. Zwirn Special Opportunities Fund, Ltd. who is a citizen of the United Kingdom and Hugh Thompson, a director of HCM/Z Special Opportunities LLC who is a citizen of the United Kingdom.

### Item 3. Source and Amount of Funds or Other Consideration.

The Reporting Entities purchased an aggregate of 1,778,044 shares of Common Stock. All purchases of Common Stock by the Reporting Entities were made in open market transactions. All purchases were funded by working capital, which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business. The amount of funds expended for such purchases (excluding commissions and other execution-related costs) was approximately \$20,865,861.45 by Barington Companies Equity Partners, L.P., \$9,537,620.88 by Barington Investments, L.P., \$1,851,516.18 by Benchmark Opportunitas Fund plc, \$34,643,144.56 by Barington Companies Offshore Fund, Ltd., \$336,233.07 by RJG Capital Partners, L.P., \$ 1,523,673.87 by D.B. Zwirn Special Opportunities Fund, L.P., \$3,004,660.78 by D.B. Zwirn Special Opportunities Fund, Ltd. and \$346,716.38 by HCM/Z Special Opportunities LLC.

### Item 4. Purpose of Transaction.

Each of the Reporting Entities acquired beneficial ownership of the shares of Common Stock to which this Statement relates in order to obtain a significant equity position in the Company, the Common Stock of which, in the opinion of the Reporting Entities, has been undervalued.

The Reporting Entities consider their equity position to be for investment purposes only. Each of the Reporting Entities may acquire additional shares of Common Stock or sell or otherwise dispose of any or all of the shares of Common Stock beneficially owned by it, in the open market, in privately negotiated transactions or otherwise. The Reporting Entities may also take any other action with respect to the Company or any of its debt or equity securities in any manner permitted by law.

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The Reporting Entities, many of whom have been stockholders in the Company since January 2006, believe that the Company should implement a number of measures to improve the Company's profitability and share price performance. Such measures include, without limitation,

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- (i) the divestiture of the Company's Automotive segment and Glassware and Candles segment;
- (ii) reduction in corporate level expenses resulting from Lancaster Colony's "holding-company" structure;
- (iii) implementation of initiatives to return the Specialty Foods segment to historical levels of profitability with an operating income margin of at least 20%; and
- (iv) a debt-financed self-tender offer to repurchase at least \$300 million of the Company's outstanding common stock.

The Reporting Entities have had discussions with members of the Company's management team with respect to some of these measures which the Reporting Entities believe will significantly improve shareholder value for the benefit of the Company's stockholders. The Reporting Entities desire to discuss these measures in further detail with the Company's management team and independent members of the Company's Board of Directors.

Except as set forth in this Item 4, none of the Reporting Entities have any present plans or proposals that relate to or would result in any of the actions specified in clauses (a) through (j) of the instructions to Item 4 of Schedule 13D. The Reporting Entities intend to review their investment in the Company on a continuing basis. Depending on various factors including, without limitation, the willingness of the Company's management team and Board of Directors to meet with and consider the suggestions of the Reporting Entities, the Company's financial position and business strategy, the price levels of the shares of Common Stock, conditions in the securities markets and general economic and industry conditions, the Reporting Entities may in the future take such actions with respect to their investment in the Company as they deem appropriate including, without limitation, seeking Board representation, making proposals to the Company concerning changes to the capitalization, ownership structure or operations of the Company, purchasing additional shares of Common Stock, selling some or all of their shares of Common Stock and/or changing their intention with respect to any and all matters referred to in this Item 4.

### Item 5. Interest in Securities of the Issuer.

(a) As of March 16, 2007, Barington Companies Equity Partners, L.P. beneficially owns an aggregate of 472,281 shares of Common Stock, representing approximately 1.49% of the shares of Common Stock presently outstanding based upon the 31,602,000 shares of Common Stock reported by the Company to be issued and outstanding as of January 31, 2007 in its Form 10-Q filed with the Securities and Exchange Commission on February 8, 2007 (the "Issued and Outstanding Shares").

As of March 16, 2007, Barington Investments, L.P. beneficially owns 219,251 shares of Common Stock, representing approximately 0.69% of the Issued and Outstanding Shares. As of March 16, 2007, Benchmark Opportunitas Fund plc beneficially owns 42,782 shares of Common Stock, representing approximately 0.14% of the Issued and Outstanding Shares. As of March 16, 2007, Barington Companies Offshore Fund, Ltd. beneficially owns 796,498 shares of Common Stock,

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representing approximately 2.52% of the Issued and Outstanding Shares. As the general partner of Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC may be deemed to beneficially own the 472,281 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., representing approximately 1.49% of the Issued and Outstanding Shares. As the general partner of Barington Investments, L.P., Barington Companies Advisors, LLC may be deemed to beneficially own the 219,251 shares of Common

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Stock beneficially owned by Barington Investments, L.P., representing approximately 0.69% of the Issued and Outstanding Shares. As the investment advisor to Benchmark Opportunitas Fund plc, Barington Offshore Advisors, LLC may be deemed to beneficially own the 42,782 shares of Common Stock beneficially owned by Benchmark Opportunitas Fund plc, representing approximately 0.14% of the Issued and Outstanding Shares. As the investment advisor to Barington Companies Offshore Fund, Ltd., Barington Offshore Advisors II, LLC may be deemed to beneficially own the 796,498 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., representing approximately 2.52% of the Issued and Outstanding Shares. As the majority member of Barington Companies Investors, LLC, Barington Companies Advisors, LLC, Barington Offshore Advisors, LLC and Barington Offshore Advisors II, LLC, Barington Capital Group, L.P. may be deemed to beneficially own the 472,281 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 219,251 shares of Common Stock beneficially owned by Barington Investments, L.P., the 42,782 shares of Common Stock beneficially owned by Benchmark Opportunitas Fund plc and the 796,498 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting an aggregate of 1,530,812 shares, representing approximately 4.84% of the Issued and Outstanding Shares. As the general partner of Barington Capital Group, L.P., LNA Capital Corp. may be deemed to beneficially own the 472,281 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 219,251 shares of Common Stock beneficially owned by Barington Investments, L.P., the 42,782 shares of Common Stock beneficially owned by Benchmark Opportunitas Fund plc and the 796,498 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting an aggregate of 1,530,812 shares of Common Stock, representing approximately 4.84% of the Issued and Outstanding Shares. As the sole stockholder and director of LNA Capital Corp., James A. Mitarotonda may be deemed to beneficially own the 472,281 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 219,251 shares of Common Stock beneficially owned by Barington Investments, L.P., the 42,782 shares of Common Stock beneficially owned by Benchmark Opportunitas Fund plc and the 796,498 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting an aggregate of 1,530,812 shares of Common Stock, representing approximately 4.84% of the Issued and Outstanding Shares. Mr. Mitarotonda has sole voting and dispositive power with respect to the 472,281 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 219,251 shares of Common Stock beneficially owned by Barington Investments, L.P., the 42,782 shares of Common Stock beneficially owned by Benchmark Opportunitas Fund plc and the 796,498 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd. Mr. Mitarotonda disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein.

As of March 16, 2007, RJG Capital Partners, L.P. beneficially owns 4,300 shares of Common Stock, representing approximately 0.01% of the Issued and Outstanding Shares. As the general partner of RJG Capital Partners, L.P., RJG Capital Management, LLC may be deemed to beneficially own the 4,300 shares owned by RJG Capital Partners, L.P., representing approximately 0.01% of the Issued and Outstanding Shares. As the managing member of RJG Capital Management, LLC,

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which in turn is the general partner of RJG Capital Partners, L.P., Mr. Gross may be deemed to beneficially own the 4,300 shares owned by RJG Capital Partners, L.P., representing approximately 0.01% of the Issued and Outstanding Shares. Mr. Gross has sole voting and dispositive power with respect to the 4,300 shares owned by RJG Capital Partners, L.P. by virtue of his authority to vote and dispose of such shares. Mr. Gross disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein.

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As of March 16, 2007, D.B. Zwirn Special Opportunities Fund, L.P. beneficially owns 34,270 shares of Common Stock, representing approximately 0.11% of the Issued and Outstanding Shares. As of March 16, 2007, D.B. Zwirn Special Opportunities Fund, Ltd. beneficially owns 66,754 shares of Common Stock, representing approximately 0.21% of the Issued and Outstanding Shares. As of March 16, 2007, HCM/Z Special Opportunities LLC beneficially owns 7,908 shares of Common Stock representing approximately 0.03%, of the Issued and Outstanding Shares.

As the manager of D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund, Ltd. and HCM/Z Special Opportunities LLC, D.B. Zwirn & Co., L.P. may be deemed to beneficially own the 34,270 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 66,754 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 7,908 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, constituting an aggregate of 108,932 shares, representing approximately 0.34% of the Issued and Outstanding Shares. As general partner of D.B. Zwirn & Co., L.P., DBZ GP, LLC may be deemed to beneficially own the 34,270 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 66,754 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 7,908 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, constituting an aggregate of 108,932 shares, representing approximately 0.34% of the Issued and Outstanding Shares. As the managing member of DBZ GP, LLC, Zwirn Holdings, LLC may be deemed to beneficially own the 34,270 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 66,754 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 7,908 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, constituting an aggregate of 108,932 shares, representing approximately 0.34% of the Issued and Outstanding Shares. As the managing member of Zwirn Holdings, LLC, Daniel B. Zwirn may be deemed to beneficially own the 34,270 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, L.P., the 66,754 shares of Common Stock beneficially owned by D.B. Zwirn Special Opportunities Fund, Ltd. and the 7,908 shares of Common Stock beneficially owned by HCM/Z Special Opportunities LLC, constituting an aggregate of 108,932 shares, representing approximately 0.34% of the Issued and Outstanding Shares. Mr. Zwirn disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

The Reporting Entities do not believe that certain of the foregoing information is called for by the Items of Schedule 13D and are disclosing it for supplemental informational purposes only. Information with respect to each of the Reporting Entities is given solely by such Reporting Entity and no Reporting Entity shall have responsibility for the accuracy or completeness of information supplied by another Reporting Entity.

(b) Each of the Reporting Entities may be deemed to have sole voting and dispositive power over the shares of Common Stock reported as beneficially owned by such person by virtue of their respective positions as described in paragraph (a).

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Each of the other Reporting Entities may be deemed to have sole voting and dispositive power with respect to the shares each reports as beneficially owned by such person, regardless of the fact that multiple Reporting Entities within the same chain of ownership report sole voting and dispositive power with respect to such shares. Each such Reporting Entity reports sole voting and dispositive power with respect to such shares based on such person's relationship to the other Reporting Entities within the same chain of ownership. Except to the extent expressly stated herein, each Reporting Entity disclaims beneficial ownership of any shares of Common Stock beneficially owned by any other Reporting Entity.

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(c) Information concerning all transactions in shares of Common Stock effected by the Reporting Persons during the past sixty days are described in Schedule V attached hereto and incorporated herein by reference.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understanding or Relationships With Respect to Securities of the Issuer.

The Reporting Entities are parties to an agreement with respect to the joint filing of this Statement and any amendment thereto, a copy of which is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Barington Companies Advisors, LLC is compensated for its services as the general partner of Barington Investments, L.P. by an affiliate of Millennium Partners, L.P., the limited partner of Barington Investments, L.P., pursuant to a separate agreement.

Barington Offshore Advisors, LLC is compensated for its services as the investment advisor of Benchmark Opportunitas Fund plc by the manager of such fund pursuant to a separate agreement.

Affiliates of Barington Capital Group, L.P. pay a monthly consulting fee to RJG Capital Management, LLC for certain consulting services RJG Capital Management, LLC provides to Barington Companies Equity Partners, L.P. The arrangement with respect to the foregoing is pursuant to a verbal agreement between the parties.

Barington Companies Advisors, LLC or one or more of its affiliates expect to receive from D.B. Zwirn Special Opportunities Fund, L.P. and/or its affiliates a fee with respect to certain profits D.B. Zwirn Special Opportunities Fund, L.P. and/or its affiliates may derive from their investment in the Common Stock of the Company.

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Item 7. Material to be Filed as Exhibits.

Exhibit No.	Exhibit Description	Page
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99.1 Agreement of Joint Filing among Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC, Barington Investments, L.P., Barington Companies Advisors, LLC, Benchmark Opportunitas Fund plc, Barington Offshore Advisors, LLC, Barington Companies Offshore Fund, Ltd., Barington Offshore Advisors II, LLC, Barington Capital Group, L.P., LNA Capital Corp., James A. Mitarotonda, RJG Capital Partners, L.P., RJG Capital Management, LLC, Ronald Gross, D.B. Zwirn Special Opportunities Fund, L.P., D.B. Zwirn Special Opportunities Fund, Ltd., HCM/Z Special Opportunities LLC, D.B. Zwirn & Co., L.P., DBZ GP, LLC, Zwirn Holdings, LLC and Daniel B. Zwirn dated March 19, 2007.

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SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certify that the information set forth in this Statement is true, complete and correct.

Dated: March 19, 2007

BARINGTON COMPANIES EQUITY PARTNERS, L.P.

By: Barington Companies Investors, LLC, its general partner

By: /s/ James A. Mitarotonda

-----  
Name: James A. Mitarotonda  
Title: Managing Member

BARINGTON COMPANIES INVESTORS, LLC

By: /s/ James A. Mitarotonda

-----  
Name: James A. Mitarotonda  
Title: Managing Member

BARINGTON INVESTMENTS, L.P.

By: Barington Companies Advisors, LLC, its general partner

By: /s/ James A. Mitarotonda

-----  
Name: James A. Mitarotonda  
Title: Managing Member

BARINGTON COMPANIES ADVISORS, LLC

By: /s/ James A. Mitarotonda

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-----  
Name: James A. Mitarotonda  
Title: Managing Member

BENCHMARK OPPORTUNITAS FUND PLC  
By: Barington Offshore Advisors, LLC

By: /s/ James A. Mitarotonda  
-----

Name: James A. Mitarotonda  
Title: Managing Member

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BARINGTON OFFSHORE ADVISORS, LLC

By: /s/ James A. Mitarotonda  
-----

Name: James A. Mitarotonda  
Title: Managing Member

BARINGTON COMPANIES OFFSHORE FUND, LTD.

By: /s/ James A. Mitarotonda  
-----

Name: James A. Mitarotonda  
Title: President

BARINGTON OFFSHORE ADVISORS II, LLC

By: /s/ James A. Mitarotonda  
-----

Name: James A. Mitarotonda  
Title: Managing Member

BARINGTON CAPITAL GROUP, L.P.

By: LNA Capital Corp., its general  
partner

By: /s/ James A. Mitarotonda  
-----

Name: James A. Mitarotonda  
Title: President and CEO

LNA CAPITAL CORP.

By: /s/ James A. Mitarotonda  
-----

Name: James A. Mitarotonda  
Title: President and CEO

/s/ James A. Mitarotonda  
-----

James A. Mitarotonda

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RJG CAPITAL PARTNERS, L.P.  
By: RJG Capital Management, LLC, its general partner

By: /s/ Ronald J. Gross

-----  
Name: Ronald J. Gross  
Title: Managing Member

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RJG CAPITAL MANAGEMENT, LLC

By: /s/ Ronald J. Gross

-----  
Name: Ronald J. Gross  
Title: Managing Member

/s/ Ronald J. Gross

-----  
Ronald J. Gross

D.B. ZWIRN SPECIAL OPPORTUNITIES FUND, L.P.  
By: D.B. Zwirn Partners, LLC, its general partner  
By: Zwirn Holdings, LLC, its managing member

By: /s/ Daniel B. Zwirn

-----  
Name: Daniel B. Zwirn  
Title: Managing Member

D.B. ZWIRN SPECIAL OPPORTUNITIES FUND, LTD.  
By: D.B. Zwirn & Co., L.P., its manager  
By: DBZ GP, LLC, its general partner  
By: Zwirn Holdings, LLC, its managing member

By: /s/ Daniel B. Zwirn

-----  
Name: Daniel B. Zwirn  
Title: Managing Member

HCM/Z SPECIAL OPPORTUNITIES LLC  
By: D.B. Zwirn & Co., L.P., its manager  
By: DBZ GP, LLC, its general partner  
By: Zwirn Holdings, LLC, its managing member

By: /s/ Daniel B. Zwirn

-----  
Name: Daniel B. Zwirn  
Title: Managing Member

D.B. ZWIRN & CO., L.P.  
 By: DBZ GP, LLC, its general partner  
 By: Zwirn Holdings, LLC, its managing member

By: /s/ Daniel B. Zwirn

-----  
 Name: Daniel B. Zwirn  
 Title: Managing Member

DBZ GP, LLC  
 By: Zwirn Holdings, LLC, its managing member

By: /s/ Daniel B. Zwirn

-----  
 Name: Daniel B. Zwirn  
 Title: Managing Member

ZWIRN HOLDINGS, LLC

By: /s/ Daniel B. Zwirn

-----  
 Name: Daniel B. Zwirn  
 Title: Managing Member

/s/ Daniel B. Zwirn

-----  
 Daniel B. Zwirn

SCHEDULE I

Directors of Benchmark Opportunitas Fund plc

Name and Position	Principal Occupation	Principal Business Address
-----	-----	-----
Sebastian E. Cassetta Director	Senior Managing Director and Chief Operating Officer of Barington Capital Group, L.P.	888 Seventh Avenue 17th Floor New York, NY 10019
Jim Cleary Director	Principal of Cleary Consulting	Oriel, 25 Revington Park, North Circular Road, Limerick, Ireland
Andreas Jeschko Director	Chief Executive Officer of Benchmark	23 Regent House, Bisazza Street, SLM15,

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	Advisory Limited and Benchmark Capital Management GmbH	Sliema, Malta
Karin Kisling Director	Chief Investment Officer of Benchmark Advisory Limited	23 Regent House, Bisazza Street, SLM15, Sliema, Malta
Carl O'Sullivan Director	Partner, Arthur Cox	Earlsfort Centre Earlsfort Terrace Dublin 2 Ireland

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SCHEDULE II

Directors and Officers of Barington Companies Offshore Fund, Ltd.

Name and Position -----	Principal Occupation -----	Principal Business Address -----
James A. Mitarotonda Director and President	Chairman and Chief Executive Officer of Barington Capital Group, L.P.	888 Seventh Avenue 17th Floor New York, NY 10019
Sebastian E. Cassetta Director	Senior Managing Director and Chief Operating Officer of Barington Capital Group, L.P.	888 Seventh Avenue 17th Floor New York, NY 10019
Jonathan Clipper Director	Managing Director of Bedford Management Ltd.	7 Reid Street, Suite 108 Hamilton HM11, Bermuda
Graham Cook Director	Director/Manager, Corporate Services of Byson Financial Services, Ltd.	Bison Court P.O. Box 3460 Road Town, Tortola British Virgin Islands
Citigroup Fund Services, Ltd. Secretary	Fund Administration	Washington Mall 1, 3rd Flr. 22 Church Street Hamilton HM11, Bermuda
Melvyn Brunt Treasurer	Chief Financial Officer of Barington Capital Group, L.P.	888 Seventh Avenue 17th Floor New York, NY 10019

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SCHEDULE III

Officers of LNA Capital Corp.

Name and Position	Principal Occupation	Principal Business Address
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James A. Mitarotonda President and CEO	Chairman and Chief Executive Officer of Barington Capital Group, L.P.	888 Seventh Avenue 17th Floor New York, NY 10019
Sebastian E. Cassetta Secretary	Senior Managing Director and Chief Operating Officer of Barington Capital Group, L.P.	888 Seventh Avenue 17th Floor New York, NY 10019
Melvyn Brunt Treasurer	Chief Financial Officer of Barington Capital Group, L.P.	888 Seventh Avenue 17th Floor New York, NY 10019

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SCHEDULE IV

Directors of D.B. Zwirn Special Opportunities Fund, Ltd.

Name and Position -----	Principal Occupation -----	Principal Business Address -----
Daniel B. Zwirn Director	Managing Partner of D.B. Zwirn & Co., L.P.	745 Fifth Avenue 18th Floor New York, NY 10151
Alison Nolan Director	Managing Director of Athena International Management Limited	Ugland House, 113 South Church Street, George Town, Grand Cayman

Directors of HCM/Z Special Opportunities LLC

Name and Position -----	Principal Occupation -----	Principal Business Address -----
Glenn R. Dubin Director	Managing Member/Co-Founder of Highbridge Capital Management and Co-Chairman of Dubin & Swieca Capital Management	9 West 57th Street 27th Floor New York, NY 10019
Hugh G. Thompson Director	Senior Vice President of Maples Finance Limited	PO Box 1093GT Queensgate House South Church Street, George Town Grand Cayman, Cayman Islands

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SCHEDULE V

This schedule sets forth information with respect to each purchase or sale of Common Stock which was effectuated by a Reporting Entity during the past 60 days. All transactions were effectuated in the open market through a broker.

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Shares purchased and sold by Barington Companies Equity Partners, L.P.

Date	Number of Shares	Price Per Share	Cost (*)
----	-----	-----	-----
1/22/2007	(300)	\$44.913	\$ (13,473.90)
1/23/2007	(6,174)	\$45.080	\$ (278,323.92)
1/24/2007	(7,835)	\$45.175	\$ (353,946.13)
1/25/2007	(1,692)	\$44.969	\$ (76,087.55)
1/26/2007	(5,610)	\$45.150	\$ (253,291.50)
1/29/2007	(6,738)	\$45.655	\$ (307,623.39)
1/30/2007	(5,673)	\$45.478	\$ (257,996.69)
3/5/2007	9,754	\$41.206	\$ 401,923.32
3/7/2007	17,581	\$40.344	\$ 709,287.86
3/8/2007	12,481	\$40.503	\$ 505,517.94
3/9/2007	7,523	\$41.110	\$ 309,270.53
3/13/2007	6,449	\$40.901	\$ 263,770.55
3/15/2007	4,706	\$40.901	\$ 192,480.11

Shares purchased and sold by Barington Investments, L.P.

Date	Number of Shares	Price Per Share	Cost (*)
----	-----	-----	-----
1/23/2007	(2,421)	\$45.080	\$ (109,138.68)
1/24/2007	(3,072)	\$45.175	\$ (138,777.60)
1/25/2007	(664)	\$44.969	\$ (29,859.42)
1/26/2007	(2,200)	\$45.150	\$ (99,330.00)
1/29/2007	(2,642)	\$45.655	\$ (120,620.51)
1/30/2007	(2,224)	\$45.478	\$ (101,143.07)
3/5/2007	12,420	\$41.206	\$ 511,778.52
3/7/2007	16,969	\$40.344	\$ 684,597.34
3/8/2007	11,153	\$40.503	\$ 451,729.96
3/9/2007	6,682	\$41.110	\$ 274,697.02
3/13/2007	5,519	\$40.901	\$ 225,732.62
3/15/2007	4,205	\$40.901	\$ 171,988.71

Shares purchased and sold by Barington Companies Offshore Fund, Ltd.

Date	Number of Shares	Price Per Share	Cost (*)
----	-----	-----	-----
1/23/2007	(9,501)	\$45.080	\$ (428,305.08)
1/24/2007	(12,058)	\$45.175	\$ (544,720.15)
1/25/2007	(2,604)	\$44.969	\$ (117,099.28)
1/26/2007	(8,633)	\$45.150	\$ (389,779.95)
1/29/2007	(10,369)	\$45.655	\$ (473,396.70)
1/30/2007	(8,730)	\$45.478	\$ (397,022.94)
2/5/2007	15,400	\$42.940	\$ 661,276.00
2/6/2007	500	\$42.934	\$ 21,467.00

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2/27/2007	9,417	\$42.585	\$ 401,022.95
3/1/2007	1,500	\$41.957	\$ 62,935.50
3/2/2007	18,500	\$41.703	\$ 771,505.50

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3/5/2007	27,826	\$41.206	\$1,146,598.16
3/7/2007	33,764	\$40.344	\$1,362,174.82
3/8/2007	21,266	\$40.503	\$ 861,336.80
3/9/2007	12,695	\$41.110	\$ 521,891.45
3/13/2007	10,370	\$40.901	\$ 424,143.37
3/15/2007	8,108	\$40.901	\$ 331,625.31

Shares purchased and sold by RJG Capital Partners, L.P.

Date	Number of Shares	Price Per Share	Cost (*)
1/19/2007	(1,000)	\$45.1000	\$ (45,100.00)
1/23/2007	(1,600)	\$45.1606	\$ (72,256.96)
1/24/2007	(700)	\$45.3114	\$ (31,717.98)
1/29/2007	(800)	\$45.8121	\$ (36,649.68)
3/7/2007	500	\$40.2160	\$ 20,108.00
3/13/2007	700	\$40.8300	\$ 28,581.00
3/15/2007	400	\$40.7400	\$ 16,296.00

Shares purchased and sold by D.B. Zwirn Special Opportunities Fund, L.P.

Date	Number of Shares	Price Per Share	Cost (*)
1/23/2007	(503)	\$45.0800	\$ (22,675.24)
1/24/2007	(639)	\$45.1745	\$ (28,866.51)
1/25/2007	(138)	\$44.9686	\$ (6,205.67)
1/26/2007	(492)	\$45.1504	\$ (22,214.00)
1/29/2007	(594)	\$45.6553	\$ (27,119.25)
1/30/2007	(464)	\$45.4784	\$ (21,101.98)
3/13/2007	312	\$40.9011	\$ 12,761.14
3/15/2007	233	\$40.9006	\$ 9,529.84

Shares purchased and sold by D.B. Zwirn Special Opportunities Fund, Ltd.

Date	Number of Shares	Price Per Share	Cost (*)
1/23/2007	(987)	\$45.0800	\$ (44,493.96)
1/24/2007	(1,251)	\$45.1745	\$ (56,513.30)
1/25/2007	(271)	\$44.9686	\$ (12,186.49)
1/26/2007	(965)	\$45.1504	\$ (43,570.14)
1/29/2007	(1,157)	\$45.6553	\$ (52,823.18)
1/30/2007	(904)	\$45.4784	\$ (41,112.47)
3/13/2007	450	\$40.9011	\$ 18,405.50
3/15/2007	348	\$40.9006	\$ 14,233.41

Shares sold by HCM/Z Special Opportunities LLC

Date	Number of Shares	Price Per Share	Cost (*)
1/23/2007	(114)	\$45.0800	\$ (5,139.12)
1/24/2007	(145)	\$45.1745	\$ (6,550.30)



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1/25/2007	(31)	\$44.9686	\$ (1,394.03)
1/30/2007	(105)	\$45.4784	\$ (4,775.23)

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(\* ) Excludes commissions and other execution-related costs.