

LANCASTER COLONY CORP

Form 8-K

February 01, 2006

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

**Form 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
DATE OF REPORT: FEBRUARY 1, 2006  
(Date of earliest event reported)  
Commission file number 0-4065-1**

**Lancaster Colony Corporation**  
(Exact name of registrant as specified in its charter)

**Ohio**  
(State or other jurisdiction of  
incorporation or organization)

**13-1955943**  
(I.R.S. Employer  
Identification No.)

**37 West Broad Street  
Columbus, Ohio**  
(Address of principal executive offices)

**43215**  
(Zip Code)

**614-224-7141**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry Into a Material Definitive Agreement**

On February 1, 2006, Lancaster Colony Corporation (the Company ) entered into a Stock Purchase Agreement pursuant to which the Company has agreed to purchase 100,000 shares of common stock from the Estate of Dorothy Fox (the Estate ) at a per share price equal to the average closing price of the Company s common stock over the eight (8) trading days beginning February 1, 2006. Robert L. Fox, a Director of the Company, serves as Executor of the Estate.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits:

10.1 Stock Purchase Agreement between the Registrant and the Estate of Dorothy B. Fox.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Lancaster Colony Corporation

(Registrant)

Date: February 1, 2006

By: /s/ John L. Boylan  
John L. Boylan  
*Treasurer, Vice President,  
Assistant Secretary and  
Chief Financial Officer  
(Principal Financial  
and Accounting Officer)*

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**INDEX TO EXHIBITS**

| <b>Exhibit<br/>Number</b> | <b>Description</b>   | <b>Located at</b> |
|---------------------------|--|-------------------|
| 10.1                      | Stock Purchase Agreement between Registrant and Estate of Dorothy B. Fox | Filed herewith    |