GRIFFIN LAND & NURSERIES INC

Form 4 May 13, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

SECURITIES Form 5

obligations may continue. See Instruction 1(b).

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)

WAYNE, PA 19087

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * CHURCHILL WINSTON J

2. Issuer Name and Ticker or Trading

Symbol

GRIFFIN LAND & NURSERIES INC [GRIF]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Zip)

2. Transaction Date 2A. Deemed

(Month/Day/Year) 05/12/2009

C/O SCP PARTNERS, SUITE 300. 1200 LIBERTY RIDGE DRIVE

(State)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

> Code (Month/Day/Year) (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Owned Following Reported (A)

Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of Derivative Conversion

6. Date Exercisable and 5. Number (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Amount of **Underlying Securities**

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(Instr. 4)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership

(9-02)

(Instr. 4)

Indirect

(D) or Indirect Beneficial

Issuer

below)

X_ Director

Applicable Line)

5. Amount of

Securities

Beneficially

Officer (give title

Estimated average

burden hours per

Edgar Filing: GRIFFIN LAND & NURSERIES INC - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	3)	Securiti Acquire (A) or Dispose (D) (Instr. 3 and 5)	ed ed of	(Month/Day/Year)		(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Option (right to buy)	\$ 28.18	05/12/2009		A		1,419		05/12/2011	05/11/2019	Common Stock	1,419

Deletionship

Reporting Owners

Reporting Owner Name / Address	Keiationsinps						
	Director	10% Owner	Officer	Other			

CHURCHILL WINSTON J
C/O SCP PARTNERS
SUITE 300, 1200 LIBERTY RIDGE DRIVE
WAYNE, PA 19087

Signatures

/s/Winston J.

Churchill, Jr. 05/13/2009

**Signature of Reporting 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).

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.

Reporting Owners 2