

LANCASTER COLONY CORP

Form 8-K

October 11, 2007

**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: OCTOBER 9, 2007**  
*(Date of earliest event reported)*  
**Commission file number 000-04065**

**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))
-

**Item 1.01 Entry Into a Material Definitive Agreement**

On October 9, 2007, Lancaster Colony Corporation (the Company ) entered into an agreement (the Agreement ) with a group of investors led by Barington Capital Group, L.P. that will avoid a proxy contest for the election of directors at the Company s 2007 Annual Meeting of Shareholders. A copy of the joint press release announcing the Agreement is attached as Exhibit 99.1 hereto and is incorporated by reference herein. The full text of the Agreement is attached as Exhibit 99.2 hereto and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits:

99.1 Press Release, dated October 9, 2007.

99.2 Agreement by and among the Company, Barington Companies Equity Partners, L.P. and the other parties thereto, dated October 9, 2007.

---

**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: October 11, 2007

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

---

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>	<b>Located at</b>
99.1	Press Release, dated October 9, 2007	Filed herewith
99.2	Agreement by and among the Company, Barington Companies Equity Partners, L.P. and the other parties thereto, dated October 9, 2007	Filed herewith