

Patten Mark E
 Form 4/A
 February 15, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Patten Mark E

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)
 08/22/2017

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

DAYTONA
 BEACH, FL 32120-0809

4. If Amendment, Date Original Filed(Month/Day/Year)
 08/24/2017

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 08/22/2017 | | M | 2,000 | A \$ 34.95 | 32,707 ⁽¹⁾ ⁽²⁾ | D |
| Common Stock | 08/22/2017 | | F | 194 | D \$ 54.46 | 32,513 | D |
| Common Stock | 08/22/2017 | | S | 1,320 | D \$ 53.9481 ⁽³⁾ | 31,193 | D |
| Common Stock | 08/23/2017 | | M | 2,000 | A \$ 34.95 | 33,193 | D |
| | 08/23/2017 | | F | 196 | D \$ 53.25 | 32,997 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------------------|--------|---|
| Common Stock | | | | | | | |
| Common Stock | 08/24/2017 | M | 2,000 | A | \$ 34.95 | 34,997 | D |
| Common Stock | 08/24/2017 | F | 188 | D | \$ 54.09 | 34,809 | D |
| Common Stock | 08/24/2017 | S | 2,640 | D | \$ 53.7758 (4) | 32,169 | D |

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

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SEC 1474
(9-02)

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

| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Patten Mark E P. O. BOX 10809 DAYTONA BEACH, FL 32120-0809 | | | Sr. VP & CFO | |

Signatures

/s/ Daniel E. Smith, attorney-in-fact for Mark E. Patten 02/15/2018

**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) Amounts in Table I column 5 include 5,000 shares of restricted common stock which vest over time and 6,000 shares of restricted common stock which vest based on share price appreciation, both of which were previously reported.

(2) The reporting person is filing this amendment solely to correct the inadvertent under-reporting of his total holdings of common stock by 700 shares.

(3) This transaction was executed in multiple trades at prices ranging from \$53.85 to \$54.25. The price set forth above reflects the weighted-average price per share. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the trades were effected.

(4) This transaction was executed in multiple trades at prices ranging from \$53.30 to \$54.09. The price set forth above reflects the weighted-average price per share. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the trades were effected.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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