

CASE STEPHEN M
Form 4
November 28, 2012

FORM 4

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

OMB APPROVAL

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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 *
CASE STEPHEN M

2. Issuer Name and Ticker or Trading Symbol
MAUI LAND & PINEAPPLE CO
INC [MLP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/26/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

1717 RHODE ISLAND AVENUE,
N.W., 9TH FLOOR

(Street)

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

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

WASHINGTON, DC 20036

(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 (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/26/2012		P ⁽¹⁾		3,000	A	\$ 3.46 ⁽²⁾	11,848,911	I	See Footnote (3)
Common Stock	11/27/2012		P ⁽¹⁾		1,800	A	\$ 3.54 ⁽⁴⁾	11,850,711	I	See Footnote (3)
Common Stock	11/28/2012		P ⁽¹⁾		2,300	A	\$ 3.63 ⁽⁵⁾	11,853,011	I	See Footnote (3)
Common								15,501	D	

Stock

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

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(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 Derivatives 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 Beneficially Owned Following Reported Transaction (Instr. 6)
				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
CASE STEPHEN M 1717 RHODE ISLAND AVENUE, N.W. 9TH FLOOR WASHINGTON, DC 20036	X	X		

Signatures

/s/ SONG H. PAK,
Attorney-in-Fact
11/28/2012

**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) These purchases were effected pursuant to a Rule 10b5-1 trading plan adopted by the Trust (as defined in footnote 3 below) on November 1, 2012.
- (2) Price reflected is the weighted-average purchase price for shares purchased. The range of purchase prices for the transactions reported was \$3.39 to \$3.50 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

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- (3) Shares held directly by the Stephen M. Case Revocable Trust under agreement, dated December 17, 1998, as amended (the "Trust"). Mr. Case serves as the sole trustee of the Trust and has the sole power to direct the vote and disposition of the shares held by the Trust.

Price reflected is the weighted-average purchase price for shares purchased. The range of purchase prices for the transactions reported

- (4) was \$3.53 to \$3.55 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

Price reflected is the weighted-average purchase price for shares purchased. The range of purchase prices for the transactions reported

- (5) was \$3.60 to \$3.65 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

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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