

GORDON ANDREW
Form 4
July 13, 2011

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 *
GORDON ANDREW

(Last) (First) (Middle)

C/O COFFEE HOLDING CO.,
INC., 3475 VICTORY
BOULEVARD

(Street)

STATEN ISLAND, NY 10314

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COFFEE HOLDING CO INC [JVA]

3. Date of Earliest Transaction
(Month/Day/Year)
07/12/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price		
Common Stock, \$0.001 par value	07/12/2011		S	55,000 ⁽¹⁾	D	\$ 23.01	1,089,908 ⁽²⁾	I	See Footnote 2
Common Stock, \$0.001 par value	07/12/2011		S	34,350 ⁽³⁾	D	\$ 24.17	1,055,558	I	See Footnote 2
Common Stock, \$0.001 par	07/12/2011		S	45,650 ⁽⁴⁾	D	\$ 25.12	1,009,908	I	See Footnote 2

value

Common Stock, \$0.001 par value	07/12/2011	S	5,000 <u>(5)</u>	D	\$ 25.81	1,004,908	I	See Footnote 2
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Common Stock, \$0.001 par value	07/13/2011	G V	10,000 <u>(6)</u>	D	\$ 0	994,908	I	See Footnote 2
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Common Stock, \$0.001 par value	07/13/2011	G V	2,000 <u>(6)</u>	D	\$ 0	992,908	I	See Footnote 2
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 Beneficially Owned Following Reported Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GORDON ANDREW C/O COFFEE HOLDING CO., INC. 3475 VICTORY BOULEVARD STATEN ISLAND, NY 10314	X	X	President and CEO	

Signatures

/s/ Andrew
Gordon

07/13/2011

__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) This transaction was executed in multiple trades at prices ranging from \$22.64 to \$23.63. The price reported above reflects the weighted average sale price. 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 or shares and prices at which the transaction was effected.

(2) The reporting person previously disclosed his indirect ownership of (i) 120,000 shares held by him as custodian for his minor children and (ii) 348,645 shares held by a GRAT, on his Form 4 filed on March 10, 2010 with the SEC. On December 23, 2010, the GRAT was closed and the 348,645 shares were directly held by the reporting person. On February 15, 2011, the reporting person transferred 963,553 shares held directly to A Gordon Family Ventures LLC (the "Gordon LLC"). Subsequently, the reporting person transferred an additional 61,355 shares to the Gordon LLC on May 19, 2011. Thus, as of May 19, 2011, the reporting person held 1,144,908 shares indirectly and no shares directly.

(3) This transaction was executed in multiple trades at prices ranging from \$23.64 to \$24.63. The price reported above reflects the weighted average sale price. 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 or shares and prices at which the transaction was effected.

(4) This transaction was executed in multiple trades at prices ranging from \$24.64 to \$25.63. The price reported above reflects the weighted average sale price. 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 or shares and prices at which the transaction was effected.

(5) This transaction was executed in multiple trades at prices ranging from \$25.64 to \$26.63. The price reported above reflects the weighted average sale price. 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 or shares and prices at which the transaction was effected.

(6) On July 13, 2011, the reporting person made a gift of (i) 10,000 shares and (ii) 2,000 shares to certain charities.

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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