

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>DANIELS DAN T</u> <hr/> (Last) (First) (Middle) <u>TWO BAY DRIVE</u> <hr/> (Street) <u>LAGUANA CA 95651</u> <hr/> (City) (State) (Zip)	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>TEJON RANCH CO</u> [ <u>TRC</u> ] <hr/> 3. Date of Earliest Transaction (Month/Day/Year) <u>01/11/2005</u> <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div> <input checked="" type="checkbox"/> Director           <div>10% Owner</div> </div> <div> <input type="checkbox"/> Officer (give title below)           <div>Other (specify below)</div> </div>
		6. Individual or Joint/Group Filing (Check Applicable Line) <div> <input checked="" type="checkbox"/> Form filed by One Reporting Person         </div> <div> <input type="checkbox"/> Form filed by More than One Reporting Person         </div>

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			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Tejon Ranch Co Restricted Stock Units	\$41.25	01/11/2005		A <sup>(1)</sup>		625		(1)	(1)	Tejon Ranch Co Common Stock	625	\$41.52	2,237	D	
Tejon Ranch Co Common Stock Options	(2)							(2)	(2)	Tejon Ranch Co Common Stock	(2)		6,464	D	

**Explanation of Responses:**

1. Restricted stock units in the Tejon Ranch Nonqualified Deferred Compensation Plan, granted pursuant to the Non-Employee Director Stock Incentive Plan. 625 shares vest on December 15, 2005. Convertible to Common Stock based on director election.

2. No new stock options were granted. This is for information and update purposes only.

/s/ Dan T. Daniels

01/13/2005

\*\* Signature of Reporting Person

Date \_\_\_\_\_

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

\* 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.

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 Number.