

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20509

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported) February 1, 2006

**Tejon Ranch Co.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**1-7183**

(Commission File Number)

**77-0196136**

(IRS Employer Identification No.)

**P. O. Box 1000, Lebec, California**

(Address of Principal Executive Offices)

**93243**

(Zip Code)

Registrant's telephone number, including area code 661 248-3000

(Former Name or Former Address, if Changed Since Last Report)

**Not applicable**

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))

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**Item 5.02 Departure of Directors or Principle Officers.**

On January 31, 2006, Dan T. Daniels, Chairman of the Board, and Craig Cadwalader, Director, resigned from the Company's Board of Directors. These individuals represented the Sherman/Ardell stock ownership and their resignation coincided with the sale of the Sherman/Ardell stock interests, which represented approximately 13% of our outstanding shares.

The Corporate Governance and Nominating Committee of the Board of Directors will evaluate the need for replacement of the above Directors based on the future needs of the Company.

**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.

Date: February 1, 2006

TEJON RANCH CO.

By: /s/ ALLEN E. LYDA

Name: Allen E. Lyda

Title: Vice President, and Chief Financial Officer