FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| | OMB APPRO | OVAL | | | | | | |
|---|--------------------------|-----------|--|--|--|--|--|--|
| | OMB Number: | 3235-0287 | | | | | | |
| l | Estimated average burden | | | | | | | |
| l | hours per response: | 0.5 | | | | | | |

| | Check this box if no longer subject to |
|---|--|
| ١ | Section 16. Form 4 or Form 5 |
| ı | obligations may continue. See |
| | Instruction 1(h) |

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

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|--|---|--|---|--|--|---|--|--|---|---|--|--|--|--|--|--|--|--|
| | | 2. Issuer Name and Ticker or Trading Symbol TEJON RANCH CO [TRC] | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | | |
| LICALFE NORMAN J | | | | | | | | | | | | X Director | | | 109 | 6 Owner | | |
| (Last) (First) (Middle) 2007 BAYADERE TERRACE | | | | | | | t Tran | sactio | on (Mo | nth/Day/Year | | Officer (give title below) | | | | er (specify ow) | | |
| (Street) CORONA DEL MAR CA 92625 (City) (State) (Zip) | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| | Tab | le I - | Non-Deriv | ative | e Sec | uritie | s Ac | quii | red, I | Disposed | of, or | Benefic | ially Own | ed | | | | |
| 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Ye | | | | ear) | 2A. Deemed Execution Date, | | | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | Beneficially Owned Following | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership (Instr. | |
| | | | | | | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | | | | |
| Tejon Ranch Co. Common Stock 01/05/20 | | | | 17 | 7 | | | A ⁽¹⁾ | | 1,086(1) | A | \$25.43 | 44,106 ⁽¹⁾⁽²⁾ | | I(1) | | ojon Ranch o. Non- ualifed eferred ompensation an Trust. ⁽¹⁾ | |
| | Ta | able | | | | | | | | | | | | | | | | |
| | | Execution Date, T) if any C | | | ransaction of Derivativ) Securitie Acquirec (A) or Dispose of (D) | | ative rities ired osed | Exp (Mo | piration onth/Da | Date y/Year) | Amou Secur Unde Deriv Secur and 4 | int of ities rlying ative ity (Instr. 3 | 8. Price of Derivative Security (Instr. 5) | deriva Secur Benef Owne Follov Repor Trans | ative rities ficially d wing rted action(s) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership t (Instr. 4) | |
| | (F YADERE 7 A DEL C (S Gecurity (Inserting Conversion or Exercise Price of Derivative | YADERE TERRACE A DEL CA (State) Tab Gecurity (Instr. 3) Anch Co. Common Stock Tab Conversion or Exercise Price of Date (Month/Day/Year) | (First) (Middle YADERE TERRACE A DEL CA 92629 (State) (Zip) Table I - Gecurity (Instr. 3) Table 2. Conversion or Exercise Price of Derivative (Month/Day/Year) | (First) (Middle) YADERE TERRACE A DEL CA 92625 (State) (Zip) Table I - Non-Derive (Month/Day/Y) Table II - Derivate (e.g., point of Exercise Price of Derivative (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) | (First) (Middle) YADERE TERRACE A DEL (State) (Zip) Table I - Non-Derivative (Month/Day/Year) Table II - Derivative Security 2. Transaction Date (Month/Day/Year) Table II - Derivative Security 3. (Middle) 4. (A) Table II - Derivative Security 2. Transaction Date (Month/Day/Year) A DEL (State) (Zip) Table II - Derivative Security 4. 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Date of Earliest Transaction (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Securities Acquired, Disposed | TEJON RANCH CO [TRC] (Check all applicable) X Director Officer (give title below) A DEL CA 92625 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) 2. Transaction Date (Month/Day/Year) Officer (give title below) A Securities Acquired (A) or Person Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) Table II - Derivative Securities (Instr. 3) Table II - | |

Explanation of Responses:

- 1. Indirect Ownership of 28,589 shares in the Non-Qualified Deferred Compensation Plan Trust
- 2. Direct ownership of 15,517 shares

Remarks:

<u>/s/ Norman Metcalfe</u>
** Signature of Reporting Person

01/05/2017 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.