

CADIZ INC
Form 4
May 17, 2007

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 *
ING GROEP NV

(Last) (First) (Middle)

AMSTELVEENSEWEG 500, 1081
KL, PO BOX, 810, 1000 AV

(Street)

AMSTERDAM, P7 0000

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CADIZ INC [CDZI]

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	02/01/2007		X ⁽¹⁾	40,000 A \$ 15	1,330,731 ⁽²⁾	I	I ⁽³⁾

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)

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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. Pr Deriv Secur (Instr	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						(4)	(5)		
						Code	V	(A)	(D)
Warrant	\$ 15	02/01/2007		X ⁽¹⁾	40,000	(4)	(5)	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ING GROEP NV AMSTELVEENSEWEG 500, 1081 KL PO BOX, 810, 1000 AV AMSTERDAM, P7 0000		X		
ING CAPITAL LLC 1325 AVENUE OF THE AMERICAS NEW YORK, NY 10019		X		

Signatures

Neil De La Cruz 05/17/2007

__Signature of Reporting Person Date

Nicole Ponzoa,
attorney-in-fact 05/17/2007

__Signature of Reporting Person Date

Timothy Meehan,
attorney-in-fact 05/17/2007

__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 exercise of warrants is exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended (the "Act"), pursuant to Rule 16b-6(b) under the Act.
- (2) Upon the exercise of 40,000 warrants on February 1, 2007, ING Groep N.V. owned 1,363,783 shares of common stock. As of the date of filing of this Form 4, ING Groep N.V. owns 1,330,731 shares of common stock.
- (3) ING Groep N.V. is the indirect parent company of ING Capital LLC through a chain of wholly-owned subsidiaries.
- (4) The warrants became exercisable on May 29, 2005, 180 days from their November 30, 2004 date of issuance.

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- The initial expiration date was November 30, 2007, 3 years from the date of issuance, and Cadiz Inc. had the right to cancel the warrants, at its option, if the closing market price of the Cadiz Inc. common stock exceeded \$18.75 for 10 consecutive trading days. On January 31, 2007, Cadiz Inc. exercised its cancellation option and notified ING Groep N.V. that the warrants would expire on March 2, 2007 unless exercised prior to that date.
- (5) The initial expiration date was November 30, 2007, 3 years from the date of issuance, and Cadiz Inc. had the right to cancel the warrants, at its option, if the closing market price of the Cadiz Inc. common stock exceeded \$18.75 for 10 consecutive trading days. On January 31, 2007, Cadiz Inc. exercised its cancellation option and notified ING Groep N.V. that the warrants would expire on March 2, 2007 unless exercised prior to that date.
 - (6) ING Groep N.V. exercised 40,000 warrants at an exercise price per warrant of \$15.00 for \$600,000 in the aggregate.
 - (7) ING Groep N.V. owns 1,000 shares of Cadiz Inc. Series F Preferred Stock, which are convertible into 17,289 shares of common stock.

Remarks:

Other Reporting Owner Name/Address: ING Capital LLC, 1325 Avenue of the Americas, New York, NY 10029.

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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