

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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	
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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).

1. Name and Address of Reporting Person* <u>Albright John P</u> <hr/> (Last) (First) (Middle) 1530 CORNERSTONE BLVD. SUITE 100 <hr/> (Street) DAYTONA FL 32117 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CONSOLIDATED TOMOKA LAND CO [CTO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">PRESIDENT AND CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) 03/21/2013	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	03/21/2013		A		16,000 ⁽¹⁾	A	\$0 ⁽¹⁾	51,400	D	

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				
RESTRICTED SHARE GRANT	\$36	03/21/2013		A		16,000 ⁽²⁾		03/21/2013	08/01/2021	COMMON STOCK	16,000 ⁽²⁾	\$0 ⁽²⁾	80,000 ⁽²⁾	D	

Explanation of Responses:

- 1. REPRESENTS THE NUMBER OF RESTRICTED SHARES THAT VESTED UPON THE SATISFACTION PRICE CRITERIA DESCRIBED IN FOOTNOTE #2.
- 2. REPRESENTS THE NUMBER OF RESTRICTED SHARES BENEFICIALLY OWNED BY THE REPORTING PERSON. ON AUGUST 1, 2011, THE REPORTING PERSON WAS GRANTED 96,000 RESTRICTED SHARES, WHICH VEST IN SIX TRANCHES BASED ON THE ISSUER'S STOCK ATTAINING CERTAIN TARGET PRICES PER SHARE OR HURDLES, AS FOLLOWS: \$36, \$40, \$46, \$53, \$60, AND \$65. THE FIRST TRANCHE OF THE RESTRICTED SHARE GRANT VESTED ON MARCH 21, 2013.

JOHN P. ALBRIGHT

04/29/2013

** 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.