

KASSAR RICHARD A

Form 4

September 16, 2011

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KASSAR RICHARD A

2. Issuer Name **and** Ticker or Trading  
Symbol  
Vaughan Foods, Inc. [FOOD]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

216 N.E. 12TH STREET

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/11/2010

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

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

MOORE, OK 73160

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|-----------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
|                                                     |                                          |                                         |                                                             |                                      |                                                                         |                                                                |                                                                |

# Edgar Filing: KASSAR RICHARD A - Form 4

| Derivative Security                                 |         |            | (D)<br>(Instr. 3, 4, and 5) |   | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|-----------------------------------------------------|---------|------------|-----------------------------|---|------------------|-----------------|--------------|----------------------------|
|                                                     |         |            | Code                        | V |                  |                 |              |                            |
| Employee Stock Option (right to buy)                | \$ 0.49 | 11/11/2010 | A                           |   | 11/11/2010       | 11/11/2020      | Common Stock | 15,000                     |
| Employee Stock Option (right to buy)                | \$ 0.38 | 06/21/2011 | A                           |   | 06/21/2011       | 06/21/2021      | Common Stock | 5,000                      |
| Employee Stock Option (right to buy) <sup>(1)</sup> | \$ 0.69 | 09/16/2011 | D                           |   | 11/26/2008       | 11/26/2018      | Common Stock | 10,000                     |
| Employee Stock Option (right to buy) <sup>(1)</sup> | \$ 0.49 | 09/16/2011 | D                           |   | 11/11/2010       | 11/11/2020      | Common Stock | 15,000                     |
| Employee Stock Option (right to buy) <sup>(1)</sup> | \$ 0.38 | 09/16/2011 | D                           |   | 06/21/2011       | 06/21/2021      | Common Stock | 5,000                      |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |       |
|-------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                             | Director      | 10% Owner | Officer | Other |
| KASSAR RICHARD A<br>216 N.E. 12TH STREET<br>MOORE, OK 73160 | X             |           |         |       |

## Signatures

/s/ Richard Kassar 09/16/2011

          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).

The reporting person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person was or is, for the purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or any other purpose, (i) acting

(1) (or has agreed or is agreeing to act together with any other person) as a partnership, limited partnership, syndicate, or other group for the purpose of acquiring, holding or disposing of securities of Vaughan Foods, Inc. (the "Issuer") or otherwise with respect to the Issuer or any securities of the Issuer or (ii) a member of any group with respect to the Issuer or any securities of the Issuer;

(2) Not applicable; and

Pursuant to that certain Agreement and Plan of Merger, dated as of July 6, 2011, among the Issuer, Reser's Fine Foods, Inc. and Reser's Acquisition, Inc., at the effective time of the merger each share of Issuer common stock ("Common Stock") converted into the right to

(3) receive \$1.58 in cash and each outstanding option to purchase shares of Common Stock, whether vested or unvested, converted into the right to receive an amount equal to the excess of \$1.58 over the exercise price of such option.

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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