

CASE STEPHEN M
Form 4
July 30, 2010

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 *
CASE STEPHEN M

2. Issuer Name **and** Ticker or Trading
Symbol
MAUI LAND & PINEAPPLE CO
INC [MLP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
KA PO'E HANA LLC, 1717
RHODE ISLAND AVENUE, N.W.
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/28/2010

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

WASHINGTON,, DC 20036

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/28/2010		X	(A) Amount 4,280,535 (1) Price \$ 3.85	7,755,815	D (2)	

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

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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)

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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 Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Subscription Rights (right to buy)	\$ 3.85	07/28/2010		X	3,475,280 (1)	07/07/2010 07/29/2010	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CASE STEPHEN M KA PO'E HANA LLC 1717 RHODE ISLAND AVENUE, N.W. WASHINGTON,, DC 20036	X	X		

Signatures

/s/ STEPHEN M.
CASE 07/30/2010

**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) The securities were purchased by Stephen M. Case ("Case") and Stephen M. Case Revocable Trust ("Trust") pursuant to the exercise of 3,250 and 3,472,030 basic subscription rights, respectively, to acquire 4,002 and 4,276,533 shares of Common Stock, respectively, in connection with the Issuer's Rights Offering. Each subscription right entitles the holder thereof to purchase 1.23171 shares of Common Stock at \$3.85 per share. It does not include shares of Common Stock which may be acquired by each of Case and Trust through the exercise of their over-subscription privileges because the Issuer has not yet determined the allocation of the shares of Common Stock among the stockholders who exercised their over-subscription privileges.

(2) As the sole trustee of the Trust, Case has the sole power to vote or dispose of the shares held by Trust and is deemed the beneficial owner of the shares held by Trust. Following the reported transactions, 7,748,563 shares are held indirectly through Trust and 7,252 shares are held directly by Case.

Remarks:

Exhibit 24.1 - Power of Attorney of Stephen M. Case

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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