

# FORM 5

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

OMB APPROVAL	
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## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

<b>1. Name and Address of Reporting Person*</b> <b>THORNTON WILLIAM R</b> <small>(Last) (First) (Middle)</small>  100 COMMERCIAL, P.O. BOX 130 <small>(Street)</small>  ATCHISON, KS 66002 <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b> <b>MGP INGREDIENTS INC [MGPI]</b>  <b>3. Statement for Issuer's Fiscal Year Ended</b> (Month/Day/Year) <b>06/30/2008</b>  <b>4. If Amendment, Date Original Filed</b> (Month/Day/Year)	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <small>Director _____ 10% Owner _____</small> <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>Vice President</b>  <b>6. Individual or Joint/Group Reporting</b> (check applicable line)  <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person
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**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock							25,160	D	
Common Stock							9,680.905 <a href="#">(1)</a>	I	By ESOP

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

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**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					
Stock Options	\$ 4						<a href="#">(2)</a>	12/09/2009	Common Stock	3,000	3,000	D	
Stock Options	\$ 4.65						<a href="#">(3)</a>	12/07/2010	Common Stock	10,000	10,000	D	
Stock Options	\$ 5.95						<a href="#">(4)</a>	12/06/2011	Common Stock	2,000	2,000	D	
Stock Options	\$ 3.62						<a href="#">(5)</a>	12/03/2012	Common Stock	10,000	10,000	D	

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THORNTON WILLIAM R 100 COMMERCIAL P.O. BOX 130 ATCHISON, KS 66002			Vice President	

# Signatures

William R. Thornton		08/12/2008
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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) Includes 931.9050 shares acquired between the period of 7/2/2007 and 6/30/2008 under ESOP in a transaction exempt under 16b-3(c).
- (2) 750 shares exercisable on 12/9/2000; 750 share on 12/9/2001; 750 shares on 12/9/2002; and 750 shares on 12/9/2003.
- (3) 2500 shares exercisable on 12/7/2001; 2500 shares on 12/7/2002; 2500 shares on 12/7/2003; and 2500 shares on 12/7/2004.
- (4) 2500 shares exercisable on 12/6/2002; 2500 on 12/6/2003; 2500 on 12/6/2004; and 2500 on 12/6/2005.
- (5) 2500 shares exercisable on 12/3/2003; 2500 on 12/3/2004; 2500 on 12/3/2005, and 2500 on 12/3/2006.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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