

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549
FORM 10-Q/A
Amendment 1

 X QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For nine months ended May 31, 2004.

OR

 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission file number 0-261.

ALICO, INC.

(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction of
incorporation of organization)

59-0906081
(I.R.S. Employer Identification No.)

P. O. Box 338, La Belle, FL
(Address of principal executive offices)

33975
(Zip Code)

Registrant's telephone number, including area code (863) 675-2966

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes X No

There were 7,284,755 shares of common stock, par value \$1.00 per share, outstanding at June 30, 2004.

Explanatory Note:

This amendment is being filed in order to attach exhibits related to Corporate By-laws and material contracts, which were inadvertently omitted from a previous filing. There were no amendments to the main body of the May 31, 2004 10Q as originally filed.

FORM 10-Q

PART II. OTHER INFORMATION

ITEMS 1-5 have been omitted, as there are no items to report during this interim period.

ITEM 6. Exhibits and reports on Form 8-K.

(a) Exhibits:

Exhibit 3.1 Corporate By-laws

Exhibit 10.1. Fruit Marketing Contract with Ben Hill Griffin Inc.

Exhibit 10.2 Agreement for Purchase and sale and subsequent amendments

Exhibit 11. Computation of Earnings per share May 31, 2004.

Exhibit 31.1 Rule 13a-14(a) certification

Exhibit 31.2 Rule 13a-14(a) certification

Exhibit 32.1 Section 1350 certification

Exhibit 32.2 Section 1350 certification

(b) Reports on Form 8-K.

March 4, 2004 announcing change in control of Alico, Inc. and change of directors

June 8, 2004 announcing change in Certified Public Accountants

June 14, 2004 announcing promotion of W. Bernard Lester as CEO

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ALICO, INC.
(Registrant)

July 23, 2004
Date

/S/ W. BERNARD LESTER
W. Bernard Lester
President
Chief Executive Officer
(Signature)

July 23, 2004
Date

/S/ L. CRAIG SIMMONS
L. Craig Simmons
Vice President
Chief Financial Officer
(Signature)

July 23, 2004
Date

/S/ PATRICK W. MURPHY
Patrick W. Murphy
Controller
(Signature)