NUTRACEA Form 3 May 04, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION FORM 3 Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting

Person *

 KOPPES RICHARD

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

03/31/2011

X Director Officer

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

NUTRACEA [NTRZ.pk]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

6720 N SCOTTSDALE ROAD, Â SUITE 390

(Street)

(Check all applicable)

10% Owner _Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

SCOTTSDALE, AZÂ 85253

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form: Direct (D)

or Indirect (I) (Instr. 5)

Table I - Non-Derivative Securities Beneficially Owned

Ownership (Instr. 5)

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

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Conversion or Exercise Price of Derivative

4.

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable **Expiration Title** Date

Amount or Number of Shares

Security Direct (D) or Indirect (I)

(Instr. 5)

Stock Option 03/31/2011 $\hat{A} = \frac{Common}{Stock}$ 187,500 \$ 0.37 D \hat{A}

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

KOPPES RICHARD

6720 N SCOTTSDALE ROAD

 \hat{A} X \hat{A} \hat{A} \hat{A}

SCOTTSDALE, AZÂ 85253

Signatures

SUITE 390

Richard H. 05/03/2011 Koppes

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 option will vest and become exercisable evenly over nine months following the date of grant. This grant will become fully vested on December 31, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2