SEC Form 5

FORM 5

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.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL **OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB APPROVAL

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| Form 4 Transact | ions Reported. | Flied | or Section 30(h) of the Investment Company Act of 1934 | | | | | | | |
|---|--|--------|---|---|---|---------------------------------|--|--|--|--|
| 1. Name and Addres <u>HAWKINS</u> J | ss of Reporting Person <u>OHN R</u> |)* | 2. Issuer Name and Ticker or Trading Symbol <u>HAWKINS INC</u> [HWKN] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | | | | |
| (Last) (First) (Middle) 3100 EAST HENNEPIN AVENUE | | | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/10/2003 | x | Officer (give title below) Chairman and (| Other (specify below) CEO | | | | |
| (Street) MINNEAPOLIS MN 555413 (City) (State) (Zip) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | |
| | | | | | | | | | | |

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

| 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 | 6. Ownership Form: Direct (D) or | 7. Nature of Indirect Beneficial Ownership | |
| | | | 5) | Amount | (A) or (D) | Price | Issuer's Fiscal Year (Instr. 3 and 4) | Indirect (I) (Instr. 4) | (Instr. 4) | |
| Common Stock | 12/10/2003 | | G | 2,500 | D | (1) | 60,641.323 | D | | |
| Common Stock ⁽²⁾ | | | | | | | 125,107 | I | By ESOP Trustees | |

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

| | | | (0.9.) P | ato, ouno, | man | anco, | optione, | | | anneioo) | | | | |
|---|---|--|---|---|--------|-------|--|--------------------|---|--|---|--|--|--|
| 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) | n of l | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. Not applicable.

2. As of last report dated 3/31/03

/s/ W. Morgan Burns on behalf

of John R. Hawkins

** Signature of Reporting Person Date

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

* 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).

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

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 Number.

05/17/2004