

SUNOPTA INC
Form 4
May 10, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KENDALL JEREMY

(Last) (First) (Middle)

17121 MISSISSAUGA RD

(Street)

BELFOUNTAIN, A6 00000

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SUNOPTA INC [stkl]

3. Date of Earliest Transaction (Month/Day/Year)
03/07/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

| 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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|---|--|-----------------------------------|
| | | | | Code | V | | | |
| common shares | 05/08/2006 | | X | | 21,697 | A \$ 3 | 797,461 | D |
| common shares | 05/08/2006 | | X | | 25,000 | A \$ 5.5 | 822,461 | D |
| common shares | 05/08/2006 | | S | | 5,506 | D \$ 11.19 | 816,955 | D |
| common shares | 05/08/2006 | | S | | 17,500 | D \$ 11.15 | 799,455 | D |
| common shares | 05/08/2006 | | S | | 25,500 | D \$ 11.13 | 773,955 | D |
| | 05/08/2006 | | S | | 25,000 | D | 748,955 | D |

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| | | | | | | | | |
|---------------|------------|--|---|---------|-------|----------|---------|---|
| common shares | | | | | \$ | | | |
| | | | | | 11.12 | | | |
| common shares | 05/08/2006 | | S | 85,000 | D | \$ 11.1 | 663,955 | D |
| common shares | 05/08/2006 | | S | 200,000 | D | \$ 11.09 | 463,955 | D |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| options | \$ 3 | 05/08/2006 | | X | 21,697 | 05/08/2006 12/16/2007 | common shares 21,697 |
| options | \$ 5.5 | 05/08/2006 | | X | 25,000 | 05/08/2006 12/08/2010 | common shares 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KENDALL JEREMY 17121 MISSISSAUGA RD BELFOUNTAIN, A6 00000 | | X | | |

Signatures

Jeremy N.
Kendall 05/10/2006

**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).

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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