

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

| OMB APPROVAL                                 |           |
|--|-----------|
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|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person *<br><u>Rey Eric J.</u><br><br>(Last) (First) (Middle)<br>C/O ARCADIA BIOSCIENCES, INC.<br>202 COUSTEAU PLACE, SUITE 105<br><br>(Street)<br>DAVIS CA 95618<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Arcadia Biosciences, Inc. [ RKDA ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>President and CEO</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>09/28/2015</u>                    |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |   |

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                   |   |  |   |
| Common Stock                    | 09/28/2015                           |  | M                              |   | 16,884  | A          | \$0.44                  | 52,687  | D  |   |
| Common Stock                    | 09/28/2015                           |  | S <sup>(1)</sup>               |   | 6,200   | D          | \$3.6854 <sup>(2)</sup> | 46,487  | D  |   |
| Common Stock                    | 09/29/2015                           |  | M                              |   | 11,406  | A          | \$0.44                  | 57,893  | D  |   |
| Common Stock                    | 09/29/2015                           |  | S <sup>(1)</sup>               |   | 3,900   | D          | \$3.5173 <sup>(3)</sup> | 53,993  | D  |   |
| Common Stock                    | 09/30/2015                           |  | M                              |   | 15,967  | A          | \$0.44                  | 69,960  | D  |   |
| Common Stock                    | 09/30/2015                           |  | S <sup>(1)</sup>               |   | 5,800   | D          | \$3.1697 <sup>(4)</sup> | 64,160  | D  |   |

**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 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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|--|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V | (A)  | (D)    | Date Exercisable   | Expiration Date |   |  |  |   |  | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$0.44   | 09/28/2015                           |  | M                              |   |  | 16,884 | (5)  | 12/31/2015      | Common Stock  | 16,884                                     | \$0.00   | 138,724   | D  |                            |
| Employee Stock Option (right to buy)       | \$0.44   | 09/29/2015                           |  | M                              |   |  | 11,406 | (5)  | 12/31/2015      | Common Stock  | 11,406                                     | \$0.00   | 127,318   | D  |                            |
| Employee Stock Option (right to buy)       | \$0.44   | 09/30/2015                           |  | M                              |   |  | 15,967 | (5)  | 12/31/2015      | Common Stock  | 15,967                                     | \$0.00   | 111,351   | D  |                            |

**Explanation of Responses:**

- The security transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 Stock Trading Plan (the "Plan"), adopted by the Reporting Person on June 14, 2015. Pursuant to the Plan and in compliance with the Issuer's IPO Lock-up Agreements with Credit Suisse Securities (USA) ("CSSU"), the Reporting Person paid the exercise price and CSSU sold shares only to satisfy the tax liability and costs. The balance of the shares will be held until the expiration of the IPO Lock-up Agreements.
- This transaction was executed in multiple trades at prices ranging from \$3.59 to \$3.99. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$3.46 to \$3.56. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$3.06 to \$3.50. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- The option is fully exercisable as of the date hereof.

**Remarks:**

Eric J. Rey, by Attorney in  
Fact, Wendy S. Neal 09/30/2015

\*\* 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.

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