

SUNOPTA INC
Form 4
May 11, 2006

FORM 4

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

OMB APPROVAL

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

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 *
SRB BELVEDERE TRUST

(Last) (First) (Middle)

C/O CLARIDGE INC, 1170 PEEL STREET 8TH FL

(Street)

MONTREAL, A8 H3B 4P2

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SUNOPTA INC [STKL; SOY]

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2006

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)

See footnote (1) 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 Indirect Ownership (Instr. 4)		
			Code	V	Amount or Price (A) or (D)				
Common Stock	05/09/2006		S		1,118	D	\$ 11.07	420,714	D ⁽¹⁾
Common Stock	05/09/2006		S		10,000	D	\$ 11.08	421,832	D ⁽¹⁾
Common Stock	05/09/2006		S		6,229	D	\$ 11.09	431,832	D ⁽¹⁾
Common Stock	05/09/2006		S		41,274	D	\$ 11.1	438,061	D ⁽¹⁾
Common Stock	05/09/2006		S		10,100	D	\$ 11.12	479,335	D ⁽¹⁾

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Common Stock	05/09/2006	S	11,632	D	\$ 11.13	489,435	D ⁽¹⁾
Common Stock	05/09/2006	S	15,262	D	\$ 11.14	501,067	D ⁽¹⁾
Common Stock	05/09/2006	S	39,856	D	\$ 11.15	516,329	D ⁽¹⁾
Common Stock	05/09/2006	S	1,700	D	\$ 11.16	556,185	D ⁽¹⁾
Common Stock	05/09/2006	S	3,367	D	\$ 11.17	557,885	D ⁽¹⁾
Common Stock	05/09/2006	S	8,100	D	\$ 11.18	561,252	D ⁽¹⁾
Common Stock	05/09/2006	S	3,167	D	\$ 11.19	569,352	D ⁽¹⁾
Common Stock	05/09/2006	S	6,050	D	\$ 11.2	572,519	D ⁽¹⁾
Common Stock	05/09/2006	S	2,120	D	\$ 11.22	578,569	D ⁽¹⁾
Common Stock	05/09/2006	S	800	D	\$ 11.23	580,689	D ⁽¹⁾
Common Stock	05/09/2006	S	1,000	D	\$ 11.24	581,489	D ⁽¹⁾
Common Stock	05/09/2006	S	5,400	D	\$ 11.28	582,489	D ⁽¹⁾
Common Stock	05/09/2006	S	5,125	D	\$ 11.3	587,889	D ⁽¹⁾

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

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.

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(9-02)

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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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4, and 5)

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
							or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
SRB BELVEDERE TRUST C/O CLARIDGE INC 1170 PEEL STREET 8TH FL MONTREAL, A8 H3B 4P2					See footnote (1) below

Signatures

/s/ Oded Tal,
Attorney-in-Fact

05/11/2006

**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).

(1) The reporting person may have been deemed to be a member of a Section 13(d) group that owned more than 10% of the outstanding common stock of SunOpta Inc. prior to the reported transactions.

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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