1. Name and Address of Reporting Person
   SMOLYANSKY EDWARD
   (Last) (First) (Middle)
   C/O LIFEWAY FOODS, INC.
   6431 W. OAKTON ST.
   MORTON GROVE IL 60053

2. Issuer Name and Ticker or Trading Symbol
   LIFEWAY FOODS INC [ LWAY ]

3. Date of Earliest Transaction (Month/Day/Year)
   06/03/2014

4. Relationship of Reporting Person(s) to Issuer
   Director
   10% Owner
   Officer (give title below)
   CFO, CAO, Treas, COO, Secret

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Acquired Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common stock, no par value</td>
<td>06/03/2014</td>
<td>$</td>
<td>4,000</td>
<td>D</td>
<td>$13</td>
<td>290,738</td>
<td>D</td>
</tr>
</tbody>
</table>

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

Explanation of Responses:
/s/ Edward Smolyansky 06/04/2014
** 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).
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
Person 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.