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

1. Name and Address of Reporting Person
SMOLYANSKY LUDMILA

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
X Director
X 10% Owner
Officer (give title below)
Other (specify below)

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>
<thead>
<tr>
<th>Code</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Amount of Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>Price</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Common stock, no par value</td>
<td>06/03/2014</td>
<td>S</td>
<td>10,000 D</td>
<td>$13 7,359,584 I</td>
</tr>
<tr>
<td></td>
<td>Common stock, no par value</td>
<td>06/03/2014</td>
<td>S</td>
<td>2,000 D</td>
<td>$13 0 I</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Code</th>
<th>(A)</th>
<th>(D)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
</table>

Explanation of Responses:
1. The shares are held by the Ludmila Smolyansky Trust 2/1/05, of which Ludmila Smolyansky is the trustee.
2. The shares are held by The Smolyansky Foundation, of which Ludmila Smolyansky is a trustee.

/s/ Ludmila 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.

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.

http://www.sec.gov/Archives/edgar/data/814586/000107261314000284/xslF345X03/lsmol... 2/11/2015