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)
01/30/2013

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

5. Relationship of Reporting Person(s) to Issuer
(X) Director  (X) 10% Owner

6. Individual or Joint/Group Filing (Check Applicable Line)
(X) Form filed by One Reporting Person

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>2A. 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) (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>01/30/2013</td>
<td></td>
<td>s</td>
<td>1,000  D</td>
<td>$10.25</td>
<td>7,414,484</td>
<td>I See Footnote</td>
</tr>
<tr>
<td>Common stock, no par value</td>
<td>01/30/2013</td>
<td></td>
<td>s</td>
<td>4,000  D</td>
<td>$10.3</td>
<td>7,414,484</td>
<td>I See Footnote</td>
</tr>
<tr>
<td>Common stock, no par value</td>
<td>01/30/2013</td>
<td></td>
<td>s</td>
<td>600  D</td>
<td>$10.26</td>
<td>4,400</td>
<td>I See Footnote</td>
</tr>
<tr>
<td>Common stock, no par value</td>
<td>01/30/2013</td>
<td></td>
<td>s</td>
<td>2,000  D</td>
<td>$10.28</td>
<td>2,400</td>
<td>I See Footnote</td>
</tr>
<tr>
<td>Common stock, no par value</td>
<td>01/30/2013</td>
<td></td>
<td>s</td>
<td>2,400  D</td>
<td>$10.3</td>
<td>0</td>
<td>I See Footnote</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</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 Family Foundation, of which Ludmila Smolyansky is a trustee.

/s/ Ludmila Smolyansky 01/31/2013
** 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.