ENGLANDER ISRAEL A
Form 4
May 05, 2008

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 *
MILLENCO, L.L.C.

(Last) (First) (Middle)

666 FIFTH AVENUE, 8TH FLOOR,

(Street)

NEW YORK, NY 10103-0899

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Vaughan Foods, Inc. [FOOD]

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
common stock, no par value ("Common Stock")	05/01/2008		P		100 (1)	A	$ 2.45	177,000 (2)	D (3)	

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

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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 Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class A warrant ("Class A Warrant")	$ 9.75							07/27/2007(4)	06/27/2012(4)	Common Stock	177,00
Class B warrant ("Class B Warrant")	$ 13							07/27/2007(5)	06/27/2012(5)	Common Stock	177,00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLENCO, L.L.C. 666 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10103-0899		X		
MILLENNIUM MANAGEMENT, L.L.C. 666 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10103-0899				May be deemed a group member.
ENGLANDER ISRAEL A C/O MILLENNIUM MANAGEMENT LLC 666 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10103-0899				May be deemed a group member.

Signatures

Mark Meskin, Chief Executive Officer	05/02/2008
**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)	On May 1, 2008, Millenco LLC, a Delaware limited liability company ("Millenco"), purchased 100 shares of the Issuer's Common Stock to cover a portion of a short sale transaction effected by Millenco on April 25, 2008.
(2)	As of the date hereof, Millenco beneficially owns 531,000 shares of the Issuer's Common Stock consisting of: i) 177,000 shares of Common Stock; ii) 177,000 shares of Common Stock issuable upon the exercise of 177,000 Class A Warrants; and iii) 177,000 shares of Common Stock issuable upon the exercise of 177,000 Class B Warrants.
(3)	Millennium Management LLC, a Delaware limited liability company ("Millennium Management"), is the manager of Millenco, and consequently may be deemed to have shared voting control and investment discretion over securities owned by Millenco. Israel A. Englander ("Mr. Englander") is the managing member of Millennium Management. As a result, Mr. Englander may be deemed to have shared voting control and investment discretion over securities deemed to be beneficially owned by Millennium Management. The foregoing should not be construed in and of itself as an admission by Millennium Management or Mr. Englander as to beneficial ownership of the shares owned by Millenco.
(4)	Each Class A Warrant entitles the holder to purchase one share of the Company's Common Stock at a price of $9.75. Each Class A Warrant became exercisable on July 27, 2007 and will expire on June 27, 2012. Commencing six months from the date of the Issuer's prospectus (June 27, 2007), the Issuer may redeem some or all of the Class A Warrants at a price of $0.25 per Class A Warrant, after the Class A Warrants become separately tradeable and after the closing price of the Issuer's Common Stock, as reported on the principal market on which the Issuer's Common Stock trades, has been at or above 200% of the Unit offering price of $6.50 for five consecutive trading days, by giving the holders not less than 30 days' notice.
(5)	Each Class B Warrant entitles the holder to purchase one share of the Company's Common Stock at a price of $13.00. Each Class B Warrant became exercisable on July 27, 2007 and will expire on June 27, 2012. Commencing six months from the date of the Issuer's prospectus (June 27, 2007), the Issuer may redeem some or all of the Class B Warrants, at a price of $0.25 per warrant after the Class B Warrants become separately tradeable by giving the holders not less than 30 days' notice, which the Issuer may do after the its gross revenues, as confirmed by an independent audit, for any period of twelve months preceding the date of the notice, are equal to or greater than $100 million.

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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