CONSOLIDATED TOMOKA LAND CO Form SC 13D/A June 20, 2006

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

(Rule 13d-101)

SCHEDULE 13D

Amendment No. 1

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Consolidated-Tomoka Land Co.

(Name of Issuer)

Common Stock, par value \$1.00 per share

(Title of Class of Securities)

210226106

(CUSIP Number)

Mr. James A. Mitarotonda

c/o Barington Companies Equity Partners, L.P.

888 Seventh Avenue, 17th Floor

New York, NY 10019

(212) 974-5700

(Name, Address and Telephone Number of

Person Authorized to Receive Notices

and Communications)

June 15, 2006

(Date of Event which Requires Filing

of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(g), check the following box:

SCHEDULE 13D

Ĭ.	NAMES OF REPORTING PERSONS/ I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITITES ONLY) Barington Companies Equity Partners, L.P.		13-4088890	
2) C	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			(a) (b)
3) S	SEC USE ONLY			
4) S	OURCE	C OF FUNDS*	WC	
	CHECK DR 2(e)	IF DISCLOSURE OF	LEGAL PROCEEDINGS IS REQUIRED PURSUANT	TO ITEM 2(d)
,	CITIZEN Delaware	SHIP OR PLACE OF	ORGANIZATION	
		7) SOLE VOTIN	G POWER 116,735	
NUMBER OF SHARES BENEFICIAL OWNED BY		8) SHARED VO	TING POWER none	
EACH REPORTING PERSON WITH		9) SOLE DISPOS		
		10) SHARED DIS	POSITIVE POWER none	
11) A	AGGRE(GATE AMOUNT BEN	EFICIALLY OWNED BY EACH REPORTING PERSO 116,735	ON
12) C	CHECK	IF THE AGGREGAT	E AMOUNT IN ROW (11) EXCLUDES CERTAIN SHA	RES*
13) P	PERCEN	T OF CLASS REPRE	SENTED BY AMOUNT IN ROW (11) 2.06%	
14) T	TYPE OF	F REPORTING PERS	ON* PN	

SCHEDULE 13D

1)	I.R.S. I	S OF REPORTING PERSONS/ DENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) on Investments, L.P.	20-2871525		
2)	CHECI	K THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) (b)		
3)	SEC US	SEC USE ONLY			
4)	SOUR	CE OF FUNDS* WC			
5)	CHECI 2(d) OF	K IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT R 2(e)	TO ITEMS		
6)	CITIZI Delawa	ENSHIP OR PLACE OF ORGANIZATION re			
		7) SOLE VOTING POWER 43,479			
NUMBER OF SHARES BENEFICI OWNED B	ALLY	8) SHARED VOTING POWER none			
EACH REPORTIN PERSON WITH	NG	9) SOLE DISPOSITIVE POWER 43,479			
		10) SHARED DISPOSITIVE POWER none			
11)	AGGR	EGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSO 43,479	ON		
12)	CHECI	K IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHA	ARES*		
13)	PERCE	ENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.77%			
14)	ТҮРЕ (OF REPORTING PERSON* PN			

SCHEDULE 13D

1)	NAMES OF REPORTING PERSONS/ I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Barington Companies Advisors, LLC			20-0327470	
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			(a) (b)	
3)	SEC USE ONLY				
4)	SOURG	CE OF FUNDS*	00		
5)	CHECI 2(d) OF		E OF LEGAL PROCEEDINGS I	IS REQUIRED PURSUANT T	TO ITEMS
6)	CITIZI Delawa		E OF ORGANIZATION		
		7) SOLE VO	OTING POWER 43,479		
NUMBER OF SHARES BENEFICE OWNED BY	ALLY	8) SHAREL			
EACH REPORTIN PERSON WITH	I G	9) SOLE DI	SPOSITIVE POWER 43,479		
		10) SHARED	DISPOSITIVE POWER 116,735		
11)	AGGR	EGATE AMOUNT	BENEFICIALLY OWNED BY 160,214	EACH REPORTING PERSO)N
12)	CHECI	K IF THE AGGRE	GATE AMOUNT IN ROW (11)	EXCLUDES CERTAIN SHA	RES*
13)	PERCE	ENT OF CLASS RI	PRESENTED BY AMOUNT IN 2.82%	FROW (11)	
14)	ТҮРЕ	OF REPORTING I	ERSON* IA, OO		

SCHEDULE 13D

1)	NAMES OF REPORTING PERSONS/ I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Barington Companies Investors, LLC		13-4126527	
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			(a) (b)
3)	SEC US	SE ONLY		
4)	SOURC	CE OF FUNDS*	00	
5)	CHECI 2(d) OF		OF LEGAL PROCEEDINGS IS REQUIRED PUR	RSUANT TO ITEMS
6)	CITIZI Delawar		OF ORGANIZATION	
		7) SOLE VOT	ING POWER none	
NUMBER OF SHARES BENEFICIOUNED B	ALLY	8) SHARED V	OTING POWER 116,735	
EACH REPORTIN PERSON WITH	NG	9) SOLE DISP		
		10) SHARED D	ISPOSITIVE POWER 116,735	
11)	AGGR	EGATE AMOUNT BI	ENEFICIALLY OWNED BY EACH REPORTIN 116,735	G PERSON
12)	CHECI	K IF THE AGGREGA	TE AMOUNT IN ROW (11) EXCLUDES CERT	AIN SHARES*
13)	PERCE	ENT OF CLASS REPI	RESENTED BY AMOUNT IN ROW (11) 2.06%	
14)	ТҮРЕ (OF REPORTING PEI	RSON* 00	

SCHEDULE 13D

1)	NAMES OF REPORTING PERSONS/ I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Barington Companies Offshore Fund, Ltd.			
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)			
3)	SEC USE ONLY			
4)	SOURG	CE OF FUNDS*	WC	
5)	CHECI 2(d) OF		F LEGAL PROCEEDINGS IS REQUIRED PUR	SUANT TO ITEMS
6)		ENSHIP OR PLACE O	F ORGANIZATION	
		7) SOLE VOTI	NG POWER 224,086	
NUMBER OF SHARES BENEFICIAL OWNED BY	LLY	8) SHARED VO	OTING POWER none	
EACH REPORTIN PERSON WITH	G	9) SOLE DISPO	OSITIVE POWER 224,086	
		10) SHARED DI	SPOSITIVE POWER none	
11)	AGGR	EGATE AMOUNT BE	NEFICIALLY OWNED BY EACH REPORTIN 224,086	G PERSON
12)	CHECI	K IF THE AGGREGA	TE AMOUNT IN ROW (11) EXCLUDES CERT	AIN SHARES*
13)	PERCE	ENT OF CLASS REPR	ESENTED BY AMOUNT IN ROW (11) 3.95%	
14)	ТҮРЕ (OF REPORTING PER	SON* CO	

SCHEDULE 13D

	NAMES OF REPORTING PERSONS/ I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Barington Offshore Advisors, LLC		20-4797640	
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			(a) (b)
3)	SEC US	SE ONLY		
4)	SOUR	CE OF FUNDS*	00	
	CHECI 2(d) OF		EGAL PROCEEDINGS IS REQUIRED PURSUANT T	TO ITEMS
6)	CITIZI Delawa	ENSHIP OR PLACE OF O	RGANIZATION	
		7) SOLE VOTING	POWER 224,086	
NUMBER O SHARES BENEFICIA OWNED BY	LLY	8) SHARED VOTIN	NG POWER none	
EACH REPORTING PERSON WITH	G	9) SOLE DISPOSIT	TIVE POWER 224,086	
		10) SHARED DISPO	SITIVE POWER none	
11)	AGGR	EGATE AMOUNT BENEI	FICIALLY OWNED BY EACH REPORTING PERSO 224,086	N
12)	CHECI	K IF THE AGGREGATE A	AMOUNT IN ROW (11) EXCLUDES CERTAIN SHA	RES*
13)	PERCE	ENT OF CLASS REPRESE	ENTED BY AMOUNT IN ROW (11) 3.95%	
14)	ТҮРЕ (OF REPORTING PERSON	N* IA, OO	

SCHEDULE 13D

]	NAMES OF REPORTING PERSONS/ I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Barington Capital Group, L.P.			13-3635132
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			(a) (b)
3)	SEC USE ONLY			
4)	SOURC	CE OF FUNDS*	00	
	CHECK 2(d) OR		F LEGAL PROCEEDINGS IS REQUIRED PUR	SUANT TO ITEMS
,	CITIZE New Yo	ENSHIP OR PLACE (ork	OF ORGANIZATION	
		7) SOLE VOT	NG POWER 384,300	
NUMBER OF SHARES BENEFICIAL OWNED BY		8) SHARED V	OTING POWER none	
EACH REPORTING PERSON WITH	j	9) SOLE DISP	OSITIVE POWER 384,300	
		10) SHARED D	SPOSITIVE POWER none	
11)	AGGRI	EGATE AMOUNT BI	ENEFICIALLY OWNED BY EACH REPORTING 384,300	G PERSON
12)	СНЕСЬ	K IF THE AGGREGA	TE AMOUNT IN ROW (11) EXCLUDES CERTA	AIN SHARES*
13)	PERCE	ENT OF CLASS REPR	RESENTED BY AMOUNT IN ROW (11) 6.77%	
14)	ТҮРЕ (OF REPORTING PER	SON* PN	

SCHEDULE 13D

1)	I.R.S. II	S OF REPORTING PERSONS/ DENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) apital Corp.	13-3635168	
2)	СНЕС	K THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)	
3)	SEC USE ONLY			
4)	SOURC	CE OF FUNDS* OO		
5)	CHECI 2(d) OF	K IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO R 2(e)	ITEMS	
6)	CITIZI Delawa	ENSHIP OR PLACE OF ORGANIZATION re		
		7) SOLE VOTING POWER 384,300		
NUMBER SHARES BENEFICE OWNED B	ALLY	8) SHARED VOTING POWER none		
EACH REPORTI PERSON WITH	NG	9) SOLE DISPOSITIVE POWER 384,300		
		10) SHARED DISPOSITIVE POWER none		
11)	AGGRI	EGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 384,300		
12)	СНЕС	K BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SI	HARES*	
13)	PERCE	ENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.77%		
14)	ТҮРЕ (OF REPORTING PERSON* CO		

SCHEDULE 13D

1)	NAMES OF REPORTING PERSONS/ I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) James Mitarotonda			
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)			
3)	SEC USE ONLY			
4)	SOURCE OF FUNDS* OO			
5)	CHECH 2(d) OR		RE OF LEGAL PROCEEDINGS IS REQUIRED PU	RSUANT TO ITEMS
6)	CITIZE United S		CE OF ORGANIZATION	
		7) SOLE V	OTING POWER 384,300	
NUMBER OF SHARES BENEFICIA OWNED BY	ALLY	8) SHARE	D VOTING POWER none	
EACH REPORTIN PERSON WITH	iG	9) SOLE D	DISPOSITIVE POWER 384,300	
		10) SHARE	D DISPOSITIVE POWER none	
11)	AGGRI	EGATE AMOUN	T BENEFICIALLY OWNED BY EACH REPORTING 384,300	NG PERSON
12)	CHECH	K IF THE AGGRI	EGATE AMOUNT IN ROW (11) EXCLUDES CER	TAIN SHARES*
13)	PERCE	ENT OF CLASS R	EPRESENTED BY AMOUNT IN ROW (11) 6.77%	
14)	ТҮРЕ (OF REPORTING	PERSON* IN	

SCHEDULE 13D

1)	NAMES OF REPORTING PERSONS/ I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Starboard Value and Opportunity Master Fund Ltd.				
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)				* *
3)	SEC USE ONLY				
4)	SOURCE OF FUNDS* WC				
5)	CHECK 2(d) OR		OF LEGAL PROCEEDINGS	IS REQUIRED PURSUA	NT TO ITEMS
6)	CITIZI Cayman		E OF ORGANIZATION		
		7) SOLE VO	OTING POWER		
NUMBER OF SHARES BENEFICIAL OWNED BY	LLY	8) SHARED	VOTING POWER none		
EACH REPORTIN PERSON WITH	G	9) SOLE DI	SPOSITIVE POWER none		
		10) SHARED	DISPOSITIVE POWER none		
11)	AGGRI	EGATE AMOUNT	BENEFICIALLY OWNED BY none	EACH REPORTING PE	RSON
12)	CHECI	K IF THE AGGRE	GATE AMOUNT IN ROW (11)	EXCLUDES CERTAIN S	SHARES*
13)	PERCE	ENT OF CLASS RE	PRESENTED BY AMOUNT II 0.00%	N ROW (11)	
14)	ТҮРЕ (OF REPORTING P	ERSON*		

SCHEDULE 13D

1)		S OF REPORTING PERSONS/ IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) LLC	20-0870632	
2)	CHECI	K THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)	
3)	SEC USE ONLY			
4)	SOURG	CE OF FUNDS* WC		
5)	CHECI 2(d) OF	K IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO R 2(e)) ITEMS	
6)	CITIZI Delawa	ENSHIP OR PLACE OF ORGANIZATION ure		
		7) SOLE VOTING POWER none		
NUMBER OF SHARES BENEFICIATION OWNED BY	LLY	8) SHARED VOTING POWER none		
EACH REPORTIN PERSON WITH	G	9) SOLE DISPOSITIVE POWER none		
		10) SHARED DISPOSITIVE POWER none		
11)	AGGR	EGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON none		
12)	CHECI	K IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARI	ES*	
13)	PERCE	ENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.00%		
14)	ТҮРЕ (OF REPORTING PERSON* OO		

SCHEDULE 13D

1)	NAMES OF REPORTING PERSONS/ I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Admiral Advisors, LLC			37-1484525
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			(a) (b)
3)	SEC USE ONLY			
4)	SOURC	CE OF FUNDS*	none	
5)	CHECI 2(d) OF		AL PROCEEDINGS IS REQUIRED PURSUANT	TO ITEMS
6)	CITIZI Delawar	ENSHIP OR PLACE OF ORG	ANIZATION	
		7) SOLE VOTING PO	WER none	
NUMBER OF SHARES BENEFICIAR OWNED BY	ALLY	8) SHARED VOTING	POWER none	
EACH REPORTIN PERSON WITH	i G	9) SOLE DISPOSITIV	E POWER none	
		10) SHARED DISPOSIT	none	
11)	AGGR	EGATE AMOUNT BENEFIC	IALLY OWNED BY EACH REPORTING PERS none	ON
12)	CHECI	K IF THE AGGREGATE AM	OUNT IN ROW (11) EXCLUDES CERTAIN SHA	ARES*
13)	PERCE	NT OF CLASS REPRESENT	TED BY AMOUNT IN ROW (11) 0.00%	
14)	ТҮРЕ (OF REPORTING PERSON*	IA, OO	

SCHEDULE 13D

1)	I.R.S. I	S OF REPORTING PER DENTIFICATION NOS. Capital Group, L.L.C.	SONS/ OF ABOVE PERSONS (ENTITIES ONLY)	13-3937658
2)	CHECI	K THE APPROPRIATE	BOX IF A MEMBER OF A GROUP	(a) (b)
3)	SEC US	SE ONLY		
4)	SOURC	CE OF FUNDS*	00	
5)	CHECI 2(d) OF		LEGAL PROCEEDINGS IS REQUIRED PURSUANT	TO ITEMS
6)	CITIZI Delawar	ENSHIP OR PLACE OF	ORGANIZATION	
		7) SOLE VOTING	G POWER none	
NUMBER OF SHARES BENEFICIATION OWNED BY	ALLY	8) SHARED VOT	TING POWER none	
EACH REPORTIN PERSON WITH	G	9) SOLE DISPOS	ITIVE POWER none	
		10) SHARED DISE	POSITIVE POWER none	
11)	AGGR	EGATE AMOUNT BEN	EFICIALLY OWNED BY EACH REPORTING PERS	GON
12)	CHECI	K IF THE AGGREGATE	E AMOUNT IN ROW (11) EXCLUDES CERTAIN SH	ARES*
13)	PERCE	ENT OF CLASS REPRE	SENTED BY AMOUNT IN ROW (11) 0.00%	
14)	ТҮРЕ (OF REPORTING PERSO	ON* IA, OO	

SCHEDULE 13D

1)	I.R.S. II	S OF REPORTING PERSONS/ DENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Co., L.L.C.	13-3946794
2)	СНЕСИ	K THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3)	SEC US	SE ONLY	
4)	SOURC	CE OF FUNDS* OO	
5)	CHECK 2(d) OF	K IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO I R 2(e)	ITEMS
6)	CITIZI Delawar	ENSHIP OR PLACE OF ORGANIZATION re	
		7) SOLE VOTING POWER none	
NUMBER OF SHARES BENEFICE OWNED BY	ALLY	8) SHARED VOTING POWER none	
EACH REPORTIN PERSON WITH	NG	9) SOLE DISPOSITIVE POWER none	
		10) SHARED DISPOSITIVE POWER none	
11)	AGGRI	EGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON none	
12)	СНЕС	K IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	S*
13)	PERCE	ENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.00%	
14)	ТҮРЕ (OF REPORTING PERSON* OO	

SCHEDULE 13D

1)		DENTIFICA	RTING PERSON TION NOS. OF A		NS (ENTITIES	ONLY)		
2)	СНЕСИ	K THE APPI	ROPRIATE BOX	IF A MEMBER	OF A GROUP			(a) (b)
3)	SEC US	SE ONLY						
4)	SOURC	CE OF FUND	S*	00				
5)	CHECH 2(d) OR		SURE OF LEGA	AL PROCEEDIN	NGS IS REQUI	RED PURSUA	NT TO ITEMS	
6)	CITIZE United S		PLACE OF ORG	GANIZATION				
		7) SO	LE VOTING PO	OWER none				
NUMBER OF SHARES BENEFICIAL OWNED BY	ALLY	8) SH	ARED VOTING	POWER none				
EACH REPORTIN PERSON WITH	I G	9) SO	LE DISPOSITIV	YE POWER none				
		10) SH	ARED DISPOSI	TIVE POWER none				
11)	AGGRI	EGATE AMO	OUNT BENEFIC	CIALLY OWNED	D BY EACH RI	EPORTING PE	ERSON	
12)	CHECH	X IF THE AC	GGREGATE AM	OUNT IN ROW	(11) EXCLUD	ES CERTAIN	SHARES*	
13)	PERCE	ENT OF CLA	SS REPRESENT	TED BY AMOUN 0.00%	NT IN ROW (11	1)		
14)	ТҮРЕ (OF REPORT	ING PERSON*	IN				

SCHEDULE 13D

1)	I.R.S. I		RTING PERSO ATION NOS. O	ONS/ OF ABOVE PERS	ONS (ENTITIES	S ONLY)		
2)	СНЕСЕ	X THE APP	ROPRIATE BO	OX IF A MEMBI	ER OF A GROU	P		(a) (b)
3)	SEC US	SE ONLY						
4)	SOURC	CE OF FUN	DS*	00				
5)	CHECH 2(d) OR		OSURE OF LE	EGAL PROCEED	DINGS IS REQU	IRED PURSUA	ANT TO ITEMS	
6)	CITIZE United S		PLACE OF O	RGANIZATION				
		7) S (OLE VOTING	POWER none				
NUMBER OF SHARES BENEFICIA OWNED BY	LLY	8) SI	HARED VOTIN	NG POWER				
EACH REPORTIN PERSON WITH	G	9) S (OLE DISPOSIT	TIVE POWER none				
		10) SI	HARED DISPO	POSITIVE POWER	R.			
11)	AGGRI	EGATE AM	IOUNT BENEF	FICIALLY OWN	ED BY EACH R	EPORTING PI	ERSON	
12)	СНЕСИ	K IF THE A	GGREGATE A	AMOUNT IN RO	W (11) EXCLUI	DES CERTAIN	SHARES*	
13)	PERCE	ENT OF CL	ASS REPRESE	0.00%	UNT IN ROW (1	1)		
14)	ТҮРЕ (OF REPOR	TING PERSON	Į∗ IN				

SCHEDULE 13D

1)	I.R.S. II				SONS (ENTITIES (ONLY)		
2)	СНЕСЕ	K THE AF	PPROPRIATE	BOX IF A MEMB	ER OF A GROUP		(a) (b)	
3)	SEC US	SE ONLY						
4)	SOURC	CE OF FU	NDS*	00				
5)	CHECH 2(d) OF		CLOSURE OF	LEGAL PROCEE	DINGS IS REQUIR	RED PURSUANT T	O ITEMS	
6)	CITIZE United S		OR PLACE OF	ORGANIZATION	V			
		7)	SOLE VOTIN	G POWER none				
NUMBER OF SHARES BENEFICIA OWNED BY	LLY	8) 8	SHARED VOT	TING POWER none				
EACH REPORTIN PERSON WITH	G	9) {	SOLE DISPOS	SITIVE POWER none				
		10)	SHARED DISI	POSITIVE POWE	R			
11)	AGGRI	EGATE A	MOUNT BEN	EFICIALLY OWN	NED BY EACH RE	PORTING PERSO	N	
12)	СНЕСИ	K IF THE	AGGREGATI	E AMOUNT IN RO	OW (11) EXCLUDE	S CERTAIN SHAI	RES*	
13)	PERCE	ENT OF C	LASS REPRE	SENTED BY AMO 0.00%	OUNT IN ROW (11)			
14)	ТҮРЕ (OF REPO	RTING PERS	ON* IN				

SCHEDULE 13D

1)	I.R.S. I		TING PERSONS TION NOS. OF A		NS (ENTITIES	ONLY)		
2)	CHECH	K THE APPR	OPRIATE BOX	IF A MEMBER	OF A GROUF	*		(a) (b)
3)	SEC US	SE ONLY						
4)	SOURC	CE OF FUNDS	S*	00				
5)	CHECH 2(d) OR		SURE OF LEGA	AL PROCEEDIN	IGS IS REQUI	RED PURSUA	ANT TO ITEMS	
6)	CITIZE United S		PLACE OF ORG	ANIZATION				
		7) SOI	LE VOTING POV	WER none				
NUMBER OF SHARES BENEFICIAL OWNED BY	ALLY	8) SH A	ARED VOTING	POWER none				
EACH REPORTIN PERSON WITH	I G	9) SOI	LE DISPOSITIVI	E POWER none				
		10) SHA	ARED DISPOSIT	none				
11)	AGGRI	EGATE AMO	OUNT BENEFICE	IALLY OWNEI	BY EACH RI	EPORTING P	ERSON	
12)	CHECH	K IF THE AG	GREGATE AMO	OUNT IN ROW	(11) EXCLUD	ES CERTAIN	SHARES*	
13)	PERCE	ENT OF CLAS	SS REPRESENT	ED BY AMOUN 0.00%	T IN ROW (1	1)		
14)	ТҮРЕ (OF REPORTI	NG PERSON*	IN				

Item 1. Security and Issuer.

This Amendment No. 1 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on May 19, 2006 (the "Statement") by and on behalf of Barington Companies Equity Partners, L.P. ("Barington") and others with respect to the common stock, par value \$1.00 per share (the "Common Stock"), of Consolidated-Tomoka Land Co., a Florida corporation (the "Company"). The principal executive offices of the Company are located at 1530 Cornerstone Boulevard, Suite 100, Daytona Beach, Florida 32117.

Item 2. Identity and Background.

The first and second paragraphs of Item 2 (a) \prod (c) of the Statement are hereby amended and restated as follows:

(a) ☐ (c) This Statement is being filed by Barington Companies Equity Partners, L.P., Barington Investments, L.P., Barington Companies Advisors, LLC, Barington Companies Investors, LLC, Barington Companies Offshore Fund, Ltd., Barington Offshore Advisors, LLC, Barington Capital Group, L.P., LNA Capital Corp. and James Mitarotonda (each, a "Reporting Entity" and, collectively, the "Reporting Entities"). The Statement is also being filed by Starboard Value and Opportunity Master Fund Ltd., Parche, LLC, Admiral Advisors, LLC, Ramius Capital Group, L.L.C., C4S & Co., L.L.C., Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss, who are no longer members of the group as further described in this Item 2.

As of June 16, 2006, the Reporting Entities are the beneficial owners of, in the aggregate, 384,300 shares of Common Stock, representing approximately 6.77% of the shares of Common Stock presently outstanding.

The following paragraph shall be added as the penultimate paragraph of Item 2(a)-(c) of the Statement:

As a result of the transactions described in Item 3 below, Starboard Value and Opportunity Master Fund Ltd., Parche, LLC, Admiral Advisors, LLC, Ramius Capital Group, L.L.C., C4S & Co., L.L.C., Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss are no longer beneficial owners of shares of Common Stock and will no longer be a party to any further Schedule 13D filings by the Reporting Entities.

Item 3. Source and Amount of Funds or Other Consideration.

The information contained in Item 3 of the Statement is hereby amended and supplemented as follows:

Since the filing of the Statement, the Reporting Entities purchased an aggregate of 74,900 shares of Common Stock. The amount of funds expended for such purchases was approximately \$787,357.89 by Barington Companies Equity Partners, L.P., \$3,071,686.68 by Barington Companies Offshore Fund Ltd. and \$380,979.63 by Barington Investments, L.P. As part of these transactions, on June 15, 2006, Barington Companies Offshore Fund, Ltd. purchased an aggregate of 25,872 shares of Common Stock from Starboard Value and Opportunity Master Fund Ltd. at a market price of \$55.20 per share and 4,928 shares of Common Stock from Parche, LLC at a price of \$55.20 per share, the price of the Company's Common Stock on the American Stock Exchange on such date at the time of the transaction.

All purchases of Common Stock by the Reporting Entities since the filing of the Statement were made in open market transactions except to the extent set forth above. All transactions effected since the filing of the Statement are described in the Schedule attached hereto. All such purchases of Common Stock were funded by working capital, which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business.

Item 5. <u>Interest in Securities of the Issuer.</u>

(a) As of June 16, 2006, Barington Companies Equity Partners, L.P. beneficially owns an aggregate of 116,735 shares of Common Stock, representing approximately 2.06% of the shares of Common Stock presently outstanding based upon the 5,673,496 shares of Common Stock reported by the Company to be issued and outstanding as of May 1, 2006 in its Form 10-Q filed with the Securities and Exchange Commission on May 10, 2006 (the "Issued and Outstanding Shares").

As of June 16, 2006, Barington Investments, L.P. beneficially owns 43,479 shares of Common Stock, constituting approximately 0.77% of the Issued and Outstanding Shares. As of June 16, 2006, Barington Companies Offshore Fund, Ltd. beneficially owns 224,086 shares of Common Stock, constituting approximately 3.95% of the Issued and Outstanding Shares. As the investment advisor to Barington Companies Equity Partners, L.P. and the investment advisor and general partner of Barington Investments, L.P., Barington Companies Advisors, LLC may be deemed to beneficially own the 116,735 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P. and the 43,479 shares of Common Stock beneficially owned by Barington Investments, L.P., representing an aggregate of 160,214 shares, constituting approximately 2.82% of the Issued and Outstanding Shares. As the general partner of Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC may be deemed to beneficially own the 116,735 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., constituting approximately 2.06% of the Issued and Outstanding Shares. As the investment advisor to Barington Companies Offshore Fund, Ltd., Barington Offshore Advisors, LLC may be deemed to beneficially own the 224,086 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., constituting approximately 3.95% of the Issued and Outstanding Shares. As the majority member of Barington Companies Advisors, LLC and Barington Companies Investors, LLC, Barington Capital Group, L.P. may be deemed to beneficially own the 116,735 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P. and the 43,479 shares of Common Stock beneficially owned by Barington Investments, L.P. As the majority member of Barington Offshore Advisors, LLC, Barington Capital Group, L.P. may also be deemed to beneficially own the 224,086 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., representing an aggregate of 384,300 shares, constituting approximately 6.77% of the Issued and Outstanding Shares. As the general partner of Barington Capital Group, L.P., LNA Capital Corp. may be deemed to beneficially own the 116,735 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 43,479 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 224,086 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., representing an aggregate of 384,300 shares of Common Stock, constituting approximately 6.77% of the Issued and Outstanding Shares. As the sole stockholder and director of LNA Capital Corp., Mr. Mitarotonda may be deemed to beneficially own the 116,735 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 43,479 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 224,086 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd., representing an aggregate of 384,300 shares of Common Stock, constituting approximately 6.77% of the Issued and Outstanding Shares. Each of Barington Companies Advisors, LLC and Barington Companies Investors, LLC share voting and dispositive power with respect to the 116,735 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P. Mr. Mitarotonda has sole voting and dispositive power with respect to the 116,735 shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., the 43.479 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 224,086 shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd. Mr. Mitarotonda disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein.

The Reporting Entities do not believe that certain of the foregoing information is called for by the Items of Schedule 13D and are disclosing it for supplemental informational purposes only. Information with respect to each of the Reporting Entities is given solely by such Reporting Entity and no Reporting Entity shall have responsibility for the accuracy or completeness of information supplied by another Reporting Entity.

(b) Each of the Reporting Entities may be deemed to have sole voting and dispositive power over the shares of Common Stock reported as beneficially owned by such person by virtue of their respective positions as described in paragraph (a), except that Barington Companies Advisors, LLC and Barington Companies Investors, LLC have shared authority to vote and dispose of the shares reported as beneficially owned by Barington Companies Equity Partners, L.P.

Except as set forth above, each of the other Reporting Entities may be deemed to have sole voting and dispositive power with respect to the shares each reports as beneficially owned by such person, regardless of the fact that multiple Reporting Entities within the same chain of ownership report sole voting and dispositive power with respect to such shares. Each such Reporting Entity reports sole voting and dispositive power with respect to such shares based on such person's relationship to the other Reporting Entities within the same chain of ownership. Except to the extent expressly stated herein, each Reporting Entity disclaims beneficial ownership of any shares of Common Stock beneficially owned by any other Reporting Entity.

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certify that the information set forth in this Statement is true, complete and correct.

Dated: June 19, 2006

BARINGTON COMPANIES EQUITY PARTNERS, L.P.

By: Barington Companies Investors, LLC, its general partner

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda Title: Managing Member

BARINGTON INVESTMENTS, L.P.

By: Barington Companies Advisors, LLC, its general partner

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda Title: Managing Member

BARINGTON COMPANIES ADVISORS, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda Title: Managing Member

BARINGTON COMPANIES INVESTORS, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda Title: Managing Member

BARINGTON COMPANIES OFFSHORE FUND, LTD.

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda

Title: President

BARINGTON OFFSHORE ADVISORS, LLC

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda Title: Authorized Signatory

BARINGTON CAPITAL GROUP, L.P. By: LNA Capital Corp., its general partner

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda Title: President and CEO

LNA CAPITAL CORP.

By: /s/ James A. Mitarotonda

Name: James A. Mitarotonda Title: President and CEO

/s/ James A. Mitarotonda

James A. Mitarotonda

STARBOARD VALUE AND OPPORTUNITY MASTER FUND

LTD.

ADMIRAL ADVISORS, LLC

By: Ramius Capital Group, L.L.C., its sole member

PARCHE, LLC

By: Admiral Advisors, LLC, its managing member

RAMIUS CAPITAL GROUP, L.L.C.

By: C4S & Co., L.L.C., as managing member

C4S & CO., L.L.C.

By: /s/ Jeffrey M. Solomon

Name: Jeffrey M. Solomon

Title: Authorized Signatory

JEFFREY M. SOLOMON

/s/ Jeffrey M. Solomon

Individually and as attorney-in-fact for Peter A. Cohen, Morgan B. Stark and Thomas W. Strauss

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SCHEDULE

This schedule sets forth information with respect to each purchase or sale of Common Stock which was effectuated by a Reporting Entity during the past 60 days. All transactions were effectuated in the open market through a broker except to the extent set forth in Item 3 above.

Shares purchased by Barington Companies Equity Partners, L.P.

	Number of		
Date	Shares	Price Per Share	Cost(*)
5/24/2006	806	\$57.487	\$46,334.52
5/31/2006	341	\$57.812	\$19,713.89
6/1/2006	868	\$57.928	\$50,281.50
6/2/2006	2,108	\$57.869	\$121,987.85
6/5/2006	4,216	\$57.688	\$243,212.61
6/6/2006	5,332	\$57.357	\$305,827.52

Shares purchased by Barington Investments, L.P.

	Number of		
Date	Shares	Price Per Share	Cost(*)
5/24/2006	390	\$57.487	\$22,419.93
5/31/2006	165	\$57.812	\$9,538.98
6/1/2006	420	\$57.928	\$24,329.76
6/2/2006	1,020	\$57.869	\$59,026.38
6/5/2006	2,040	\$57.688	\$117,683.52
6/6/2006	2,580	\$57.357	\$147,981.06

Shares purchased by Barington Companies Offshore Fund, Ltd.

Number of		
Shares	Price Per Share	Cost(*)
1,404	\$57.487	\$80,711.75
594	\$57.812	\$34,340.33
1,512	\$57.928	\$87,587.14
3,672	\$57.869	\$212,494.97
7,344	\$57.688	\$423,660.67
9,288	\$57.357	\$532,731.82
30,800	\$55.200	\$1,700,160.00
	1,404 594 1,512 3,672 7,344 9,288	Shares Price Per Share 1,404 \$57.487 594 \$57.812 1,512 \$57.928 3,672 \$57.869 7,344 \$57.688 9,288 \$57.357

Shares sold by Starboard Value and Opportunity Master Fund Ltd.

Date	Number of Shares	Price Per Share	Cost(*)
6/15/2006	(25,872)	\$55.200	(\$1,428,134.40)
Shares sold by Parche, LLC			
Date	Number of Shares	Price Per Share	Cost(*)