



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

July 18, 2013

Via E-Mail

Mr. Steven O. Cordier  
Chief Financial Officer  
Penford Corporation  
7094 S. Revere Parkway  
Centennial, Colorado 80112

**Re: Penford Corporation  
Form 10-K for the Fiscal Year ended August 31, 2012  
Filed November 8, 2012  
File No. 0-11488**

Dear Mr. Cordier:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Karl Hiller

Karl Hiller  
Branch Chief