TOMPKINS NICHOLAS

Form 4 April 20, 2009

FORM 4

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

OMB Number: 3235-0287

Estimated average

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Person

Expires: January 31, 2005

Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TOMPKINS NICHOLAS	2. Issuer Name and Ticker or Trading Symbol LANDEC CORP \CA\ [LNDC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) C/O LANDEC CORPORATION, 3603 HAVEN AVENUE	3. Date of Earliest Transaction (Month/Day/Year) 04/16/2009	X Director 10% Owner Officer (give title Other (specify below)			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			

MENLO PARK, CA 94025

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securi	ties Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiom Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price		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)		
Common Stock	04/16/2009		S	62,509	D	\$ 6.008	94,437	I	Held by Trust
Common Stock	04/17/2009		S	60,037	D	\$ 6.3769	34,400	I	Held by Trust
Common Stock	04/17/2009		M	118,554	A	\$ 3.18	152,954	I	Held by Trust
Common Stock	04/17/2009		M	79,306 (1)	D	\$ 6.56	73,648	I	Held by Trust
Common Stock	04/17/2009		M	125,000	A	\$ 3.4	198,648	I	Held by Trust

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Common Stock	04/17/2009	M	86,312 (2)	D	\$ 6.56	112,336	I	Held by Trust
Common Stock						600	I	Held by Minor Children

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

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 control number.

SEC 1474

(9-02)

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 on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and		6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securities
	•			Code V	5) (A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option	\$ 3.18	04/17/2009		X		118,554	01/10/2002	12/10/2011	Common Stock	118,55
Stock Option	\$ 3.4	04/17/2009		X		125,000	12/29/1999	11/29/2009	Common Stock	125,000

Reporting Owners

Reporting Owner Name / Address Director	10% Owner	Officer	Other
Director			
TOMPKINS NICHOLAS C/O LANDEC CORPORATION 3603 HAVEN AVENUE MENLO PARK, CA 94025			

Signatures

/s/ Stacia Leigh Skinner by power of attorney 04/20/2009

**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).

Reporting Owners 2

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- Mr. Tompkins exercised an option to purchase 118,554 shares of Common Stock by surrendering to the Issuer the right to receive an
 (1) aggregate of 79,306 shares of Common Stock under such option. Mr. Tompkins did not sell any shares of Common Stock in connection with the foregoing exercise.
- Mr. Tompkins exercised an option to purchase 125,000 shares of Common Stock by surrendering to the Issuer the right to receive an aggregate of 86,312 shares of Common Stock under such option. Mr. Tompkins did not sell any shares of Common Stock in connection with the foregoing exercise.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.