

LANDEC CORP \CA\
Form 4
June 23, 2015

FORM 4

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

OMB APPROVAL

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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 *
TOMPKINS NICHOLAS

(Last) (First) (Middle)

C/O LANDEC CORPORATION, 3603 HAVEN AVENUE

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LANDEC CORP \CA\ [LNDC]

3. Date of Earliest Transaction (Month/Day/Year)
06/19/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	06/19/2015		M	5,000 A \$ 14.56	38,386	I	Held in Trust
Common Stock	06/19/2015		M	2,812 (1) D \$ 14.56	35,574	I	Held in Trust
Common Stock	06/19/2015		M	5,000 A \$ 14.56	40,574	I	Held in Trust
Common Stock	06/19/2015		M	2,135 (2) D \$ 14.56	38,439	I	Held in Trust
Common Stock	06/19/2015		M	5,000 A \$ 14.56	43,439	I	Held in Trust

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Common Stock	06/19/2015	M	1,933 (3)	D	\$ 14.56	41,506	I	Held in Trust
Common Stock	06/19/2015	M	5,000	A	\$ 14.56	46,506	I	Held in Trust
Common Stock	06/19/2015	M	1,981 (4)	D	\$ 14.56	44,525	I	Held in Trust
Common Stock	06/19/2015	M	5,000	A	\$ 14.56	49,525	I	Held in Trust
Common Stock	06/19/2015	M	2,287 (5)	D	\$ 14.56	47,238	I	Held in Trust

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
NonQualified Stock Option (Right to Buy)	\$ 14.56	06/19/2015		X	5,000	07/22/2008 07/22/2015	Common Stock	5,000	
NonQualified Stock Option (Right to Buy)	\$ 14.56	06/19/2015		X	5,000	05/21/2009 05/21/2016	Common Stock	5,000	
NonQualified Stock Option (Right to Buy)	\$ 14.56	06/19/2015		X	5,000	05/26/2010 05/26/2017	Common Stock	5,000	
NonQualified Stock Option (Right to Buy)	\$ 14.56	06/19/2015		X	5,000	05/23/2011 05/23/2018	Common Stock	5,000	
NonQualified Stock Option	\$ 14.56	06/19/2015		X	5,000	05/16/2012 05/16/2019	Common Stock	5,000	

(Right to Buy)

Reporting Owners

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

Signatures

/s/ Shelley A. Hilt as Attorney-in-Fact	05/23/2015
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Mr Tompkins surrendered to the Issuer the right to received an aggregate of 2,812 shares of Common Stock. Mr Tompkins did not sell any shares of Common Stock in connection with the foregoing exercise.
 - (2) Mr Tompkins surrendered to the Issuer the right to received an aggregate of 2,135 shares of Common Stock. Mr Tompkins did not sell any shares of Common Stock in connection with the foregoing exercise.
 - (3) Mr Tompkins surrendered to the Issuer the right to received an aggregate of 1,933 shares of Common Stock. Mr Tompkins did not sell any shares of Common Stock in connection with the foregoing exercise.
 - (4) Mr Tompkins surrendered to the Issuer the right to received an aggregate of 1,981 shares of Common Stock. Mr Tompkins did not sell any shares of Common Stock in connection with the foregoing exercise.
 - (5) Mr Tompkins surrendered to the Issuer the right to received an aggregate of 2,287 shares of Common Stock. 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.