

TOMPKINS NICHOLAS
Form 4
April 20, 2009

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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
04/16/2009

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

C/O LANDEC CORPORATION, 3603 HAVEN AVENUE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| 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.

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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 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 of Shares |
| Stock Option | \$ 3.18 | 04/17/2009 | | X | 118,554 | 01/10/2002 12/10/2011 | Common Stock 118,554 |
| 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 | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TOMPKINS NICHOLAS C/O LANDEC CORPORATION 3603 HAVEN AVENUE MENLO PARK, CA 94025 | X | | | |

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).

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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
(2) 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.

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