

PANKOPF TONIA L
Form 3
November 20, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â PANKOPF TONIA L
(Last) (First) (Middle)

C/O 3603 HAVEN AVENUE,Â SUITE E

(Street)

MENLO PARK,Â CAÂ 94025

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
11/13/2012

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 5)

Nonstatutory Stock Options(Right to buy)	11/13/2012	11/13/2019	Common Stock	10,000	\$ 9.01	D	Â
Restrictive Stock Unit (RSU)	11/13/2012	Â <u>(1)</u>	Common Stock	3,333	\$ <u>(2)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PANKOPF TONIA L C/O 3603 HAVEN AVENUE SUITE E MENLO PARK,Â CAÂ 94025	Â X	Â	Â	Â

Signatures

/s/ Shelley A Hilt as
Attorney-in-Fact

11/20/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Restricted Stock Units will vest on the 3rd anniversary of the grant date and will be automatically settled in shares of common stock subject to vesting at a rate of 1 share per unit.
 - (2) The Restricted Stock Units convert into Common Stock of Landec Corporation on a 1 for 1 basis.

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.