

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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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)
04/16/2009

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount or Price				
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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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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