

LANDEC CORP \CA\
Form 4
March 05, 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 *
Midyett Ronald Lane

(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)
03/03/2015

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)
Executive Vice President

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 or Price (A) or (D)		
Common Stock	03/03/2015		M		36,821 A \$ 6.19	92,693	D
Common Stock	03/03/2015		M		16,164 (3) D \$ 14.1	76,529	D
Common Stock	03/03/2015		M		30,179 A \$ 6.19	106,708	D
Common Stock	03/03/2015		M		19,610 (1) D \$ 14.1	87,098	D
Common Stock	03/03/2015		M		52,500 A \$ 6.22	139,598	D

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Common Stock 03/03/2015 M 34,410
(2) D \$ 14.1 105,188 D

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)	8. Amount or Number of Shares
Incentive Stock Option (Right to Buy)	\$ 6.19	03/03/2015		X	36,821	05/28/2013 05/28/2017	Common Stock	36,821
NonQualified Stock Option (Right to Buy)	\$ 6.19	03/03/2015		X	30,179	05/28/2013 05/28/2017	Common Stock	30,179
NonQualified Stock Option (Right to Buy)	\$ 6.22	03/03/2015		X	52,500	05/21/2012 05/21/2016	Common Stock	52,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Midyett Ronald Lane C/O LANDEC CORPORATION 3603 HAVEN AVENUE MENLO PARK, CA 94025			Executive Vice President	

Signatures

/s/ Rebecca J Hilt 03/05/2015

**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).

- (1) Mr Midyett surrendered to the Issuer the right to receive an aggregate of 19,610 shares of Common Stock. Mr Midyett did not sell any shares of Common Stock in connection with the foregoing exercise.
- (2) Mr Midyett surrendered to the Issuer the right to receive an aggregate of 34,410 shares of Common Stock. Mr Midyett did not sell any shares of Common Stock in connection with the foregoing exercise.
- (3) Mr Midyett surrendered to the Issuer the right to receive an aggregate of 16,164 shares of Common Stock. Mr Midyett 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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