

TOMPKINS NICHOLAS

Form 4

April 20, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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 (A) or (D)	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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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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(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 of 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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