

ALLINGHAM DENNIS J
Form 4
April 15, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
ALLINGHAM DENNIS J

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)
C/O 3603 HAVEN AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
04/09/2013

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

Executive Vice President

(Street)
MENLO PARK, CA 94025

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

(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)
			Code	V	Amount (A) or (D) Price		
Common Stock	04/09/2013		M		25,000 A \$ 5.63	D	
Common Stock	04/10/2013		M		16,147 A \$ 5.63	D	
Common Stock	04/10/2013		M		15,103 A \$ 5.63	D	
Common Stock	04/09/2013		S		25,000 D \$ 13.62 (3)	D	
Common Stock	04/10/2013		S		16,147 D \$ 13.85 (3)	D	

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Common Stock 04/10/2013 S 15,103 D \$ 13.847 0 D

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Right to buy Incentive stock options	\$ 5.63	04/09/2013		M	25,000	05/26/2011 05/26/2017	Common Stock	25,000
Right to buy Incentive stock options	\$ 5.63	04/10/2013		M	16,147	05/26/2011 05/26/2017	Common Stock	16,147
Right to buy Nonqualified stock option <u>(2)</u>	\$ 5.63	04/10/2013		M	15,103	05/26/2011 05/26/2017	Common Stock	15,103

Reporting Owners

Reporting Owner Name / Address	Relationships
ALLINGHAM DENNIS J C/O 3603 HAVEN AVENUE MENLO PARK, CA 94025	Director 10% Owner Officer Executive Vice President Other

Signatures

/s/ Shelley A. Hilt as Attorney-in-Fact 04/15/2013

**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) Includes option that have not yet vested but will become fully vested on May 26, 2013.

(2) On May 27, 2010 the filed Form 3 incorrectly reported the acquisition of 60,000 incentive stock options, which should have been reported as 44,897 incentive stock options and 15,103 non-qualified stock options.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.50 to \$13.90, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

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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