

TAFT DAVID D
Form 4
April 23, 2009

FORM 4

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

OMB APPROVAL

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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 *
TAFT DAVID D

(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)
04/22/2009

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)
Chief Operating Officer

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 (A) or (D) Price | | | |
| Common Stock | 04/22/2009 | | S | 400 D \$ 6.5 | 172,470 | I | Held by Trust |
| Common Stock | 04/22/2009 | | S | 800 D \$ 6.51 | 171,670 | I | Held by Trust |
| Common Stock | 04/22/2009 | | S | 300 D \$ 6.515 | 171,370 | I | Held by Trust |
| Common Stock | 04/22/2009 | | S | 601 D \$ 6.52 | 170,769 | I | Held by Trust |
| Common Stock | 04/22/2009 | | S | 600 D \$ 6.525 | 170,169 | I | Held by Trust |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|---------------|
| Common Stock | 04/22/2009 | S | 2,400 | D | \$ 6.53 | 167,769 | I | Held by Trust |
| Common Stock | 04/22/2009 | S | 300 | D | \$ 6.535 | 167,469 | I | Held by Trust |
| Common Stock | 04/22/2009 | S | 899 | D | \$ 6.54 | 166,570 | I | Held by Trust |
| Common Stock | 04/22/2009 | S | 6,500 | D | \$ 6.55 | 160,070 | I | Held by Trust |
| Common Stock | 04/22/2009 | S | 3,100 | D | \$ 6.56 | 156,970 | I | Held by Trust |
| Common Stock | 04/22/2009 | S | 100 | D | \$ 6.565 | 156,870 | I | Held by Trust |
| Common Stock | 04/22/2009 | S | 1,269 | D | \$ 6.57 | 155,601 | I | Held by Trust |
| Common Stock | 04/22/2009 | S | 500 | D | \$ 6.58 | 155,101 | I | Held by Trust |
| Common Stock | 04/22/2009 | S | 1,700 | D | \$ 6.59 | 153,401 | I | Held by Trust |
| Common Stock | 04/22/2009 | S | 100 | D | \$ 6.595 | 153,301 | I | Held by Trust |
| Common Stock | 04/22/2009 | S | 2,000 | D | \$ 6.6 | 151,301 | I | Held by Trust |
| Common Stock | 04/22/2009 | S | 700 | D | \$ 6.61 | 150,601 | I | Held by Trust |
| Common Stock | 04/22/2009 | S | 1,800 | D | \$ 6.62 | 148,801 | I | Held by Trust |
| Common Stock | 04/22/2009 | S | 100 | D | \$ 6.625 | 148,701 | I | Held by Trust |

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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|

Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TAFT DAVID D
C/O LANDEC CORPORATION
3603 HAVEN AVENUE
MENLO PARK, CA 94025

Chief Operating Officer

Signatures

/s/ Stacia Leigh Skinner by Power of
Attorney

04/23/2009

__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).

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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