#### LANDEC CORP \CA\

Form 4

September 28, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

3235-0287 Number:

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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(b).

(Last)

(City)

1.Title of

Stock

Stock

Common

1. Name and Address of Reporting Person \* SKINNER GREGORY S

(First)

2. Issuer Name and Ticker or Trading Symbol

LANDEC CORP \CA\ [LNDC]

5. Relationship of Reporting Person(s) to Issuer

(Middle)

(Zip)

2. Transaction Date 2A. Deemed

3. Date of Earliest Transaction

(Month/Day/Year) 09/27/2006

(Check all applicable)

VP Finance and Admin & CFO

Director 10% Owner X\_ Officer (give title Other (specify below)

C/O LANDEC CORPORATION, 3603 HAVEN **AVENUE** 

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

3.

6. Individual or Joint/Group Filing(Check

Applicable Line)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4. Securities Acquired 5. Amount of

7.625

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

D

6. Ownership 7. Nature of

MENLO PARK, CA 94025

(State)

Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)		Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)			Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
					(A) Reported Transaction(s)				
							Transaction(s)		
			C = V	<b>A</b>	or	ъ.	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
Common	09/27/2006		M	2,500	A	\$	3,798	T	Held by
Stock	0312112000		1V1	2,300	А	6.625	3,790	1	Wife
Common	09/27/2006		M	5,000	٨	\$	8,798	Т	Held by
Stock	09/2//2000		IVI	5,000	A	7 625	0,790	1	Wife

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

35,772

**SEC 1474** (9-02)

Wife

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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)  3. A. Deemed Execution Date, any (Month/Day/Ye		4. 5. Number Transaction Derivative Code Securities (Instr. 8) 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 or Number of Shares
Incentive Stock Option (Right to Buy)	\$ 6.625	09/27/2006		M	2,500	02/07/1997	01/07/2007	Common Stock	2,500
Incentive Stock Option (Right to Buy)	\$ 7.625	09/27/2006		M	5,000	02/07/1997	01/07/2007	Common Stock	5,000

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SKINNER GREGORY S

MENLO PARK, CA 94025

C/O LANDEC CORPORATION 3603 HAVEN AVENUE

VP Finance and Admin & CFO

**Signatures** 

/s/ Stacia Leigh Skinner by Power of Attorney 09/28/2006

\*\*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.

Reporting Owners 2

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