LANDEC CORP \CA\ Form POS AM October 06, 2004

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As filed with the Securities and Exchange Commission on October 6, 2004

Registration No. 333-86736

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

LANDEC CORPORATION

(Exact name of registrant as specified in its charter)

California

(State or other jurisdiction of incorporation or organization)

94-3025618 (I.R.S. Employer

Identification Number)

3603 Haven Avenue Menlo Park, California 94025-1010 (650) 306-1650 (Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

> Gary T. Steele President and Chief Executive Officer Landec Corporation 3603 Haven Avenue Menlo Park, California 94025-1010 (650) 306-1650

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

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Geoffrey P. Leonard, Esq. Orrick, Herrington & Sutcliffe LLP 1000 Marsh Road Menlo Park, California 94025 (650) 614-7400

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EXPLANATORY NOTE

This Post-Effective Amendment No. 1 amends the Registration Statement on Form S-3 (Registration No. 333-86736) (the "Registration Statement") on which Landec Corporation (the "Registrant") registered 2,580,663 shares of common stock of the Registrant (the "Securities") to be offered and sold by certain selling stockholders of Registrant described in the Registration Statement (the "Selling Stockholders").

The Securities and Exchange Commission declared the Registration Statement effective on July 8, 2002. As of the date hereof, the Registrant believes that a portion of the Securities covered by the Registration Statement have not been sold by the Selling Stockholders. The Registrant agreed with the Selling Stockholders to maintain the effectiveness of the Registration Statement until all of the Securities were transferable by the Selling Stockholders pursuant to paragraph (k) of Rule 144 under the Securities Act of 1933, as amended ("Rule 144"). The Registrant believes all of the Securities are currently transferable pursuant to Rule 144 and desires that the Registration Statement no longer be considered effective with respect to any unsold Securities. Accordingly, this Post-Effective Amendment is being filed to deregister all unsold Securities.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Menlo Park, State of California, on this 4th day of October, 2004.

LANDEC CORPORATION

By: /s/ GARY T. STEELE

Gary T. Steele

Chief Executive Officer And President

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Capacity	Date
/s/ GARY T. STEELE	Chief Executive Officer, President and Director (Principal Executive Officer)	October 4, 2004
Gary T. Steele		
/s/ GREGORY S. SKINNER	Vice President and Chief Financial Officer (Principal Financial Officer and	October 4, 2004
Gregory S. Skinner	Principal Accounting Officer)	
*/s/ STEPHEN E. HALPRIN	Director	October 4, 2004
Stephen E. Halprin		
*/s/ KIRBY L. CRAMER	Director	October 4, 2004
Kirby L. Cramer		
*/s/ RICHARD S. SCHNEIDER	Director	October 4, 2004
Richard S. Schneider, Ph.D.		
*/s/ KENNETH E. JONES	Director	October 4, 2004
Kenneth E. Jones		
*/s/ FREDERICK FRANK	Director	October 4, 2004
Frederick Frank		
	Director	October 4, 2004
Nicholas Tompkins		
Duko K. Dristow	Director	October 4, 2004
Duke K. Bristow		

*By: /s/ GREGORY S. SKINNER

Attorney-in-fact

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EXPLANATORY NOTE SIGNATURES