

OBUS NELSON

Form 3

June 14, 2012

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
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burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *Â WYNNEFIELD PARTNERS
SMALL CAP VALUE LP I

(Last) (First) (Middle)

450 SEVENTH
AVENUE,Â SUITE 509

(Street)

NEW YORK,Â NYÂ 10123

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
06/04/20123. Issuer Name **and** Ticker or Trading Symbol
LANDEC CORP \CA\ [LNDC]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, par value \$0.001 per share 0

D ⁽¹⁾ Â

Common Stock, par value \$0.001 per share 0

I 1,466,400 See Footnotes ⁽²⁾ ⁽³⁾ ⁽⁴⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WYNNEFIELD PARTNERS SMALL CAP VALUE LP I 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123	^	^ X	^	^
WYNNEFIELD PARTNERS SMALL CAP VALUE LP 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123	^	^ X	^	^
WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND LTD 450 SEVENTH AVE STE 509 NEW YORK, NY 10123	^	^ X	^	^
WYNNEFIELD CAPITAL MANAGEMENT LLC 450 SEVENTH AVE STE 509 NEW YORK, NY 10123	^	^ X	^	^
WYNNEFIELD CAPITAL INC ^	^	^ X	^	^
Wynnefield Capital, Inc. Profit Sharing Plan 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123	^	^ X	^	^
OBUS NELSON ^	^	^ X	^	^
LANDES JOSHUA ^	^	^ X	^	^

Signatures

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I By: Wynnefield Capital Management, LLC General Partner By: /s/ Nelson Obus Nelson Obus, Managing Member

06/14/2012

__Signature of Reporting Person

Date

06/14/2012

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WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. By: Wynnefield Capital Management, LLC General Partner By: /s/ Nelson Obus Nelson Obus, Managing Member

__Signature of Reporting Person

Date

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD. By: Wynnefield Capital, Inc. By: /s/ Nelson Obus Nelson Obus, President

06/14/2012

__Signature of Reporting Person

Date

WYNNEFIELD CAPITAL MANAGEMENT, LLC By: /s/ Nelson Obus Nelson Obus, Managing Member

06/14/2012

__Signature of Reporting Person

Date

WYNNEFIELD CAPITAL, INC. By: /s/ Nelson Obus Nelson Obus, President

06/14/2012

__Signature of Reporting Person

Date

WYNNEFIELD CAPITAL, INC. PROFIT SHARING AND MONEY PURCHASE PLANS, INC. By: /s/ Nelson Obus Nelson Obus, Portfolio Manager

06/14/2012

__Signature of Reporting Person

Date

/s/ Nelson Obus Nelson Obus, individually

06/14/2012

__Signature of Reporting Person

Date

/s/ Joshua Landes Joshua Landes , individually

06/14/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The Reporting Person directly beneficially owns 1,101,871 shares of common stock, \$.001 par value per share ("Common Stock") of Landec Corporation (the "Issuer"). Wynnefield Capital Management, LLC, as the sole general partner of the Reporting Person, has an indirect beneficial ownership interest in the shares of Common Stock that the Reporting Person directly beneficially owns. Nelson Obus and Joshua Landes, as co-managing members of Wynnefield Capital Management, LLC, have an indirect beneficial ownership interest in the shares of Common Stock that the Reporting Person directly beneficially owns.

(2) The Reporting Person has an indirect beneficial ownership interest in 759,902 shares of Common Stock, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P., as members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Wynnefield Partners Small Cap Value, L.P. , which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Wynnefield Capital Management, LLC, as the sole general partner of Wynnefield Partners Small Cap Value, L.P. , has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Partners Small Cap Value L.P. directly beneficially owns. Nelson Obus and Joshua Landes, as co-managing members of Wynnefield Capital Management, LLC, have an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Partners Small Cap Value, L.P. directly beneficially owns.

(3) The Reporting Person has an indirect beneficial ownership interest in 589,238 shares of Common Stock, which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd., as members of a group under Section 13(d) of the Exchange Act. Wynnefield Small Cap Value Offshore Fund, Ltd., which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Wynnefield Capital, Inc. as the sole investment manager of Wynnefield Small Cap Value Offshore Fund, Ltd., has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Small Cap Value Offshore Fund, Ltd. directly beneficially owns. Nelson Obus and Joshua Landes, as principal executive officers of Wynnefield Capital, Inc., have an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Small Cap Value Offshore Fund, Ltd. directly beneficially owns.

(4) The Reporting Person has an indirect beneficial ownership interest in 117,260 shares of Common Stock, which are directly beneficially owned by Wynnefield Capital, Inc. Profit Sharing Plan, as members of a group under Section 13(d) of the Exchange Act. Wynnefield Capital, Inc. Profit Sharing Plan, which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Nelson Obus, as the portfolio manager of Wynnefield Capital, Inc. Profit Sharing Plan, has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Capital, Inc. Profit Sharing Plan directly beneficially owns.

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Remarks:

EachÂ ofÂ theÂ ReportingÂ OwnersÂ identifiedÂ inÂ thisÂ statementÂ disclaimsÂ beneficialÂ ownershipÂ ofÂ theÂ secur

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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