

LANDEC CORP \CA\
Form 4
March 05, 2015

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Midyett Ronald Lane

(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)
03/03/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/03/2015		M		36,821	A	\$ 6.19
Common Stock	03/03/2015		M		16,164 (3)	D	\$ 14.1
Common Stock	03/03/2015		M		30,179	A	\$ 6.19
Common Stock	03/03/2015		M		19,610 (1)	D	\$ 14.1
Common Stock	03/03/2015		M		52,500	A	\$ 6.22

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Common Stock 03/03/2015 M 34,410
(2) D \$ 14.1 105,188 D

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 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)	8. Amount or Number of Shares
Incentive Stock Option (Right to Buy)	\$ 6.19	03/03/2015		X	36,821	05/28/2013 05/28/2017	Common Stock	36,821
NonQualified Stock Option (Right to Buy)	\$ 6.19	03/03/2015		X	30,179	05/28/2013 05/28/2017	Common Stock	30,179
NonQualified Stock Option (Right to Buy)	\$ 6.22	03/03/2015		X	52,500	05/21/2012 05/21/2016	Common Stock	52,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Midyett Ronald Lane C/O LANDEC CORPORATION 3603 HAVEN AVENUE MENLO PARK, CA 94025	Executive Vice President

Signatures

/s/ Rebecca J Hilt 03/05/2015

**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) Mr Midyett surrendered to the Issuer the right to receive an aggregate of 19,610 shares of Common Stock. Mr Midyett did not sell any shares of Common Stock in connection with the foregoing exercise.
- (2) Mr Midyett surrendered to the Issuer the right to receive an aggregate of 34,410 shares of Common Stock. Mr Midyett did not sell any shares of Common Stock in connection with the foregoing exercise.
- (3) Mr Midyett surrendered to the Issuer the right to receive an aggregate of 16,164 shares of Common Stock. Mr Midyett did not sell any shares of Common Stock in connection with the foregoing exercise.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.