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	ER STEVE	N P										
Form 4	4 6, 2006											
	,								OMB A	PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISS Washington, D.C. 20549										3235-0287		
	heck this box	ζ.		***	sington	, D.C. 20			Expires:	January 31,		
su Se Fe	no longer ubject to ection 16. form 4 or form 5		F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated burden hou response	urs per			
ol m Se	bligations hay continue. <i>ee</i> Instruction (b).	Section 17(a) of the l	Public U	Jtility Hol	ding Co		nge Act of 1934, of 1935 or Secti 940				
(Print or	r Type Respo	nses)										
	e and Addres ER STEVE	ss of Reporting EN P	2. Issuer Name and Ticker or Trading Symbol LANDEC CORP \CA\ [LNDC]				5. Relationship of Reporting Person(s) to Issuer					
(L	ast)	(First) (I	Middle)	3. Date of Earliest Transaction				(Check all applicable)				
C/O L	LANDEC PORATION	N, 3603 HA	(Month/Day/Year) 06/15/2006			Director 10% Owner XOfficer (give title Other (specify below) below) Vice President, Technology						
	((Street)		4. If Amendment, Date Original			ıl	6. Individual or Joint/Group Filing(Check				
MEN	LO PARK,	, CA 94025	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(C	ity)	(State)	(Zip)	Tak	de I Non l	Dorivativa	Socurities A	Acquired, Disposed	of or Ropoficia	lly Owned		
1.Title		ansaction Date	-		3.	4. Securit		5. Amount of		7. Nature of		
Securit (Instr. 2	y (Mon	(Month/Day/Year) Executio) any		Date, if	Transaction Code (Instr. 8)	onAcquired Disposed	(A) or of (D)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect		
					Code V	Amount	(D) Price	(Instr. 3 and 4)				
Remind	ler: Report or	n a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.				
						Perso inforr requi	ons who res nation con red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		
		Tab					posed of, or convertible	Beneficially Owner securities)	1			
1 Title	of 2	2 T	neastion De	to 24 T	Joamad	4	5 Mumb	ar of 6 Data Eva	aisable and	7 Title and /		

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	A)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 8.86	06/15/2006		A	10,000	06/15/2007	06/15/2013	Common Stock	10,000	
Restrivted Stock Unit	<u>(1)</u>	06/15/2006		А	3,333	06/15/2009	<u>(1)</u>	Common Stock	3,333	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BITLER STEVEN P C/O LANDEC CORPORATION 3603 HAVEN AVENUE MENLO PARK, CA 94025			Vice President, Technology				
Signatures							
/s/ Stacia Leigh Skinner by power of attorney		06/16/2006					
**Signature of Reporting Person		Γ	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) Restricted Stock Units will vest on the 3rd anniversary of the grant date and will be automatically settled in shares of common stock subject to vesting at a rate of 1 share per unit.

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.