

ALLINGHAM DENNIS J

Form 4

April 15, 2013

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 *
ALLINGHAM DENNIS J

(Last) (First) (Middle)

C/O 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)
04/09/2013

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	04/09/2013		M		25,000	A	\$ 5.63	25,000	D
Common Stock	04/10/2013		M		16,147	A	\$ 5.63	41,147	D
Common Stock	04/10/2013		M		15,103	A	\$ 5.63	56,250	D
Common Stock	04/09/2013		S		25,000	D	<u>\$ 13.62</u> (3)	31,250	D
Common Stock	04/10/2013		S		16,147	D	<u>\$ 13.85</u> (3)	15,103	D

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Common Stock 04/10/2013 S 15,103 D \$ 13.847 0 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
Right to buy Incentive stock options	\$ 5.63	04/09/2013		M	25,000	05/26/2011 05/26/2017	Common Stock	25,000
Right to buy Incentive stock options	\$ 5.63	04/10/2013		M	16,147	05/26/2011 05/26/2017	Common Stock	16,147
Right to buy Nonqualified stock option (2)	\$ 5.63	04/10/2013		M	15,103	05/26/2011 05/26/2017	Common Stock	15,103

Reporting Owners

Reporting Owner Name / Address	Relationships
ALLINGHAM DENNIS J C/O 3603 HAVEN AVENUE MENLO PARK, CA 94025	Director 10% Owner Officer Other
	Executive Vice President

Signatures

/s/ Shelley A. Hilt as Attorney-in-Fact 04/15/2013

**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) Includes option that have not yet vested but will become fully vested on May 26, 2013.
- (2) On May 27, 2010 the filed Form 3 incorrectly reported the acquisition of 60,000 incentive stock options, which should have been reported as 44,897 incentive stock options and 15,103 non-qualified stock options.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.50 to \$13.90, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- (3)

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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