

TAFT DAVID D
Form 4
April 23, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TAFT DAVID D

(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)
04/22/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)		
			Code	V	Amount or Price				
Common Stock	04/22/2009		S		400	D	\$ 6.5 172,470	I	Held by Trust
Common Stock	04/22/2009		S		800	D	\$ 6.51 171,670	I	Held by Trust
Common Stock	04/22/2009		S		300	D	\$ 6.515 171,370	I	Held by Trust
Common Stock	04/22/2009		S		601	D	\$ 6.52 170,769	I	Held by Trust
Common Stock	04/22/2009		S		600	D	\$ 6.525 170,169	I	Held by Trust

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Common Stock	04/22/2009	S	2,400	D	\$ 6.53	167,769	I	Held by Trust
Common Stock	04/22/2009	S	300	D	\$ 6.535	167,469	I	Held by Trust
Common Stock	04/22/2009	S	899	D	\$ 6.54	166,570	I	Held by Trust
Common Stock	04/22/2009	S	6,500	D	\$ 6.55	160,070	I	Held by Trust
Common Stock	04/22/2009	S	3,100	D	\$ 6.56	156,970	I	Held by Trust
Common Stock	04/22/2009	S	100	D	\$ 6.565	156,870	I	Held by Trust
Common Stock	04/22/2009	S	1,269	D	\$ 6.57	155,601	I	Held by Trust
Common Stock	04/22/2009	S	500	D	\$ 6.58	155,101	I	Held by Trust
Common Stock	04/22/2009	S	1,700	D	\$ 6.59	153,401	I	Held by Trust
Common Stock	04/22/2009	S	100	D	\$ 6.595	153,301	I	Held by Trust
Common Stock	04/22/2009	S	2,000	D	\$ 6.6	151,301	I	Held by Trust
Common Stock	04/22/2009	S	700	D	\$ 6.61	150,601	I	Held by Trust
Common Stock	04/22/2009	S	1,800	D	\$ 6.62	148,801	I	Held by Trust
Common Stock	04/22/2009	S	100	D	\$ 6.625	148,701	I	Held by Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo
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Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAFT DAVID D C/O LANDEC CORPORATION 3603 HAVEN AVENUE MENLO PARK, CA 94025			Chief Operating Officer	

Signatures

/s/ Stacia Leigh Skinner by Power of Attorney	04/23/2009
**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).

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.