

FRANK FRED
Form 4
October 15, 2007

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 *
FRANK FRED

2. Issuer Name and Ticker or Trading Symbol
LANDEC CORP \CA\ [LNDC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/15/2007

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

C/O LANDEC CORPORATION, 3603 HAVEN AVENUE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 10/15/2007 | | S | 369 D \$ 15.08 | 477,598 | I | Held by Trust |
| Common Stock | 10/15/2007 | | S | 600 D \$ 15.09 | 476,998 | I | Held by Trust |
| Common Stock | 10/15/2007 | | S | 1,700 D \$ 15.1 | 475,298 | I | Held by Trust |
| Common Stock | 10/15/2007 | | S | 3,900 D \$ 15.15 | 471,398 | I | Held by Trust |
| Common Stock | 10/15/2007 | | S | 1,266 D \$ 15.16 | 470,132 | I | Held by Trust |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|---------------|
| Common Stock | 10/15/2007 | S | 500 | D | \$ 15.17 | 469,632 | I | Held by Trust |
| Common Stock | 10/15/2007 | S | 692 | D | \$ 15.18 | 468,940 | I | Held by Trust |
| Common Stock | 10/15/2007 | S | 600 | D | \$ 15.19 | 468,340 | I | Held by Trust |
| Common Stock | 10/15/2007 | S | 800 | D | \$ 15.2 | 467,540 | I | Held by Trust |
| Common Stock | 10/15/2007 | S | 1,700 | D | \$ 15.21 | 465,840 | I | Held by Trust |
| Common Stock | 10/15/2007 | S | 200 | D | \$ 15.22 | 465,640 | I | Held by Trust |
| Common Stock | 10/15/2007 | S | 700 | D | \$ 15.23 | 464,940 | I | Held by Trust |
| Common Stock | 10/15/2007 | S | 500 | D | \$ 15.24 | 464,440 | I | Held by Trust |
| Common Stock | 10/15/2007 | S | 1,364 | D | \$ 15.25 | 463,076 | I | Held by Trust |
| Common Stock | 10/15/2007 | S | 562 | D | \$ 15.26 | 462,514 | I | Held by Trust |
| Common Stock | 10/15/2007 | S | 500 | D | \$ 15.27 | 462,014 | I | Held by Trust |
| Common Stock | 10/15/2007 | S | 400 | D | \$ 15.3 | 461,614 | I | Held by Trust |

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | Code V (A) (D) | | | | |
| | | | | | | | Title | | |

| | | |
|-------------|------------|--------|
| Date | Expiration | Amount |
| Exercisable | Date | or |
| | | Number |
| | | of |
| | | Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FRANK FRED C/O LANDEC CORPORATION 3603 HAVEN AVENUE MENLO PARK, CA 94025 | X | | | |

Signatures

| | |
|--|---------------------|
| /s/ Stacia Leigh Skinner by power of attorney | 10/15/2007 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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.

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