

LANDEC CORP \CA\
Form 4
October 02, 2013

FORM 4

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

OMB APPROVAL

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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 *
BRISTOW DUKE K

(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)
09/30/2013

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)

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 Indirect Beneficial Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	09/30/2013		M			5,000	A	\$ 5.63	18,519	D	
Common Stock	09/30/2013		M			5,000	A	\$ 5.77	23,519	D	
Common Stock	09/30/2013		M			5,000	A	\$ 6.22	28,519	D	
Common Stock	09/30/2013		M			5,000	A	\$ 6.66	33,519	D	
Common Stock	09/30/2013		M			10,000	A	\$ 6.85	43,519	D	

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Common Stock	09/30/2013	M	2,436	A	\$ 7.5	45,955	D
Common Stock	09/30/2013	S	32,436	D	\$ <u>12.22</u> (1)	13,519	D
Common Stock	10/01/2013	M	17,564	A	\$ 7.5	31,083	D
Common Stock	10/01/2013	M	5,000	A	\$ 8.19	36,083	D
Common Stock	10/01/2013	S	22,564	D	\$ <u>12.24</u> (1)	13,519	D

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 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)	Amount or Number of Shares
Right to buy Nonqualified stock options	\$ 5.63	09/30/2013		M	5,000	09/30/2013 05/26/2017	Common Stock	5,000
Right to buy Nonqualified stock options	\$ 5.77	09/30/2013		M	5,000	09/30/2013 05/23/2018	Common Stock	5,000
Right to buy Nonqualified stock option	\$ 6.22	09/30/2013		M	5,000	09/30/2013 05/21/2016	Common Stock	5,000
Right to buy Nonqualified stock option	\$ 6.66	09/30/2013		M	5,000	09/30/2013 05/16/2019	Common Stock	5,000
	\$ 6.85	09/30/2013		M	10,000	09/30/2013 10/14/2015		10,000

Right to buy Nonqualified stock option								Common Stock	
Right to buy Nonqualified stock option	\$ 7.5	09/30/2013	M	2,436	09/30/2013	09/30/2014		Common Stock	2,4
Right to buy Nonqualified stock option	\$ 7.5	10/01/2013	M	17,564	10/01/2013	09/30/2014		Common Stock	17,5
Right to buy Nonqualified stock option	\$ 8.19	10/01/2013	M	5,000	10/01/2013	07/22/2015		Common Stock	5,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRISTOW DUKE K C/O LANDEC CORPORATION 3603 HAVEN AVENUE MENLO PARK, CA 94025		X		

Signatures

/s/ Shelley A. Hilt as
Attorney-in-Fact

10/02/2013

__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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.21 to \$12.31, 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.

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.