

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

[X] Check box if no longer subject of Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

Wicker Damion E.

(Last) (First) (Middle)
c/o J.P. Morgan Partners, LLC
1221 Avenue of the Americas-40th Floor

(Street)
New York New York 10020

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Landec Corporation ("LNDC")

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

January 2001

5. If Amendment, Date of Original (Month/Year)

February 8, 2001

6. Relationship of Reporting Person to Issuer
(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Former director (FN 1)

7. 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 (mm/dd/yy)	3. Transaction Code (Instr. 8) ----- Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	(A) or (D)	Price			
Common Stock	N/A	N/A	N/A	N/A	N/A	1,306,817	I	(FNS 1,2)

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Responses)

(Over)

(Form 4-07/99)

FORM 4 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expira- tion Date	7. Title and Amount of Underlying Securities Instr. 3 and 4) Amount or Number of Shares Title	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Benefi- cially Owned at End of Month (Instr. 4)	10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Owner- ship (Instr. 4)
Options (right to buy)	\$.86	N/A	N/A	N/A N/A	Immed 5/27/05	Common Stock 5,000	-0-	35,434	D (FN 3)	
Options (right to buy)	\$ 7.625	N/A	N/A	N/A N/A	Immed 2/2/07	Common Stock 20,000	-0-	35,434	D (FN 3)	
Options (right to buy)	\$.575	N/A	N/A	N/A N/A	Immed 12/15/98	Common Stock 3,478	-0-	35,434	D (FN 4)	
Options (right to buy)	\$.8625	N/A	N/A	N/A N/A	Immed 5/25/05	Common Stock 3,116	-0-	35,434	D (FN 4)	
Options (right to buy)	\$ 9.34	N/A	N/A	N/A N/A	Immed 1/26/06	Common Stock 5,000	-0-	35,434	D (FN 4)	

Explanation of Responses:

(1) The reporting person ceased to be a director of the Issuer in May 2000. The amounts shown represent the beneficial ownership of the Issuer's securities by J.P. Morgan Partners (SBIC), LLC ("JPM SBIC"), formerly known as Chase Venture Capital Associates, LLC, a portion of which may be deemed attributable to the reporting person because the reporting person is a managing director of JPM SBIC and a limited partner of J.P. Morgan Partners Master Fund Manager, L.P. ("MF Manager"), the general partner of the sole shareholder of JPM SBIC. The actual pro rata portion of such beneficial ownership is not readily determinable because it is subject to several variables, including the internal rate of return and vesting within the sole shareholder of JPM SBIC and within MF Manager. The reporting person disclaims beneficial ownership of the securities to the extent it exceeds his pecuniary interest.

(2) As a result of internal reorganizations and name changes effective as of the first week of January 2001, JPM SBIC became a subsidiary of J.P. Morgan Partners (BHCA), L.P., a limited partnership managed by MF Manager, formerly known as Chase Capital Partners. The reporting person became a limited partner of MF Manager upon its conversion to a limited partnership form of organization. The internal reorganizations and name changes did not alter the proportionate interests of the ultimate security holders of the renamed entities.

(3) and (4) The Options identified by footnotes 3 and 4 to Table II were granted to the reporting person, in the case of those marked by footnote 3, or to Mitchell Blutt, M.D., a former director of the Issuer and a limited partner of MF Manager, in the case of footnote 4, in their capacity as directors of the

Issuer. The reporting person and Dr. Blutt are obligated to transfer the Options and any shares issued under the Options to JPM SBIC.

/s/ Damion E. Wicker

04/09/01

Damion E. Wicker

Date

** 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 provided is insufficient, see Instruction 6 for procedure.