FORM 4

__ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction 1(b).

(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . 0.5

			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
1. Name and Address of Reporting Person *			Director 10% Owner
	2. Issuer Name and Ticker or Trading Symbol	4. Statement for	X Officer (give title below)
Greene, Larry	of frading Symbol	(Month/Day/Year)	Other (specify below)
(Last) (First) (Middle)	Landec Corporation LNDC	December 5, 2002	
			V.P. Manufacturing
c/o Landec Corporation	3. I.R.S. Identification		7. Individual or Joint/Group
(Street)	Number of Reporting		Filing (Check Applicable Line)
	Person, if an entity	5. If Amendment, Date of	W.E. Clill O. D D
Menlo Park, CA 94025	(voluntary)	Original (Month/Day/Year)	X Form filed by One Reporting Person
(City) (State) (Zip)		/	Form filed by More than One Reporting Person
			_

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2A. Deemed 2. Transaction Execution Date, if any (Month/Day/			3. Transaction Code ((Instr. 8)		4. Securities Acc (Instr. 3, 4 and 5	quired (A) or Dis	posed of (D)	5. Amount of Securities Beneficially Owned Following Reported	Form: Direct (D) or	7. Nature of Indirect Beneficial Ownership
(Instr. 3)	Year)	Year)	Code	V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	2. Conversion		3A. Deemed	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)			9. Number of Derivative Securities Beneficially Owned	10. Ownership Form of Derivative Securities:	11. Nature
1. Title of Derivative Security (Instr. 3)	or Exercise Price of	3. Transaction Date (Month/Day/ Year)	Execution Date, if any (Month/Day/ Year)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title		Security	Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
Incentive Stock Option (right to buy)	\$1.89	12/5/2002		A		20,000		(1)	12/5/2012	Common Stock	20,000	\$1.89	206,520	D	

Expla	unation of Responses:								
(1) The option shall be exercisable cumulatively at a rate of 1/48th of the shares subject to the option on the 5th of each month after December 5, 2002 for a total of 48 months.									
	/s/ Sonia J. Powell								
	Larry Greene By Sonia J. Powell, Attorney-in-Fact ** Signature of Reporting Person	12/9/02 Date							
Remino	der: Report on a separate line for each class of securities beneficially o								
	* If the form is filed by more than one reporting person, <i>see</i> Instruction 4(b)(v).								
	** Intentional misstatements or omissions of facts constitute Federal <i>See</i> 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).	Criminal Violations.							
Note:	File three copies of this Form, one of which must be manually signed.	If space is insufficient, <i>see</i> Instruction 6 for procedure.							
	/ww.sec.gov/divisions/corpfin/forms/form4.htm date: 09/05/2002								
шак ир	dute. 03/03/2002								
	POWER O	F ATTORNEY							
fact to:	The undersigned hereby constitutes and appoints Gregory S. Skinne	er and Sonia Powell, and each of them, his or her true and lawful attorney-in-							
(1)	execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director, and/or person who holds more than 10% of the stock of Landec Corporation (the " <u>Company</u> "), Forms 3, Forms 4 and Forms 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the " <u>Exchange Act</u> "), and the rules thereunder;								
(2)		d which may be necessary or desirable to complete and execute any such e United States Securities and Exchange Commission (the " <u>SEC</u> ") and any other							
(3)	take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned, pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his or her discretion.								
The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his or her substitute or substitutes, shall lawfully do or cause to be done pursuant to this power of attorney. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.									
This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, Forms 4, and Forms 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the attorneys-in-fact. This Power of Attorney may be filed with the SEC as a confirming statement of the authority granted herein.									
	The undersigned has caused this Power of Attorney to be executed a	s of this <u>4th</u> day of December, 2002.							
		/s/ Larry Greene							
		Signature							
		Larry Greene Print Name							
		Time rounc							