## 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

1. Name and Address of Reporting Person *  Taft, David D.  (Last) (First) (Middle)	Issuer Name and Ticker or Trading Symbol     Landec Corporation LNDC	4. Statement for (Month/Day/Year)  December 5, 2002	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  X_ Officer (give title below) Other (specify below)  Chief Operating Officer
C/o Landec Corporation (Street)  Menlo Park, CA 94025 (City) (State) (Zip)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	5. If Amendment, Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line)  X 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	2. Transaction Date (Month/Day/ any (Month/Day			Code	4. Securities Acq(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
(Instr. 3)	Year)	Year)	Code	V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	Ownership (Instr. 4)

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

	2.			4. Transacti (Instr. 8)	on Code	5. Number of Derivative S Acquired (A Disposed of (Instr. 3, 4 a	Securities A) or f(D)	6. Date Exerc Expiration Di (Month/Day/	cisable and ate	7. Title and of Underlyi Securities (Instr. 3 and	ng		9. Number of Derivative Securities Beneficially	10. Ownership Form of Derivative	
1. Title of Derivative Security (Instr. 3)	Price of Derivative Security	3. Transaction Date (Month/Day/ Year)	3A. Deemed Execution Date, if any (Month/Day/ Year)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	8. Price of Derivative Security		Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
IncentiveStock Option (right to buy)	\$1.89	12/5/2002		A		25,000		(1)	12/5/2012	Common Stock	25,000	\$1.89	233,913	D	

Expl	anation	of Re	sponses:

(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/ David D. Taft	12/6/02
** Signature of Reporting Person	Date

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

- \* 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.

http://www.sec.gov/divisions/corpfin/forms/form4.htm

Last update: 09/05/2002