FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPRO	VAL							
	OMB Number:	3235-0287							
	Estimated average burden								
l	hours per response:	0.5							

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

		2. Issuer Name and Ticker or Trading Symbol LANDEC CORP \CA\ [LNDC]									all app	olicable)		ssuer Owner							
Last) (First) (Middle) C/O LANDEC CORPORATION 6003 HAVEN AVENUE						3. Date of Earliest Transaction (Month/Day/Year) 08/13/2014											(specify /)				
SOUS FIAVEN AVENUE								4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) MENLO PARK CA 94025														X Form filed by One Reporting Person Form filed by More than One Reporting Person							
(City) (State) (Zip)																					
	Tabl	e I - I	Non-Deriv	ative	Sec	uritie	s Ac	quir	ed, D	isposed o	f, or E	Benefic	cially (Owne	ed						
Date					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			d 5) Securit Benefic Owned		rities ficially ed Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership					
								Code	v	Amount	(A) or (D)	Price		Trans	action(s)		(Instr. 4)				
Common Stock 08/13/201								S		30,000	D	\$12.1	158 ⁽¹⁾	1	63,060	I	Held by Trust				
Common Stock 08/14/201						1		S		28,711	D	\$12.1	098(2)	134,349		I	Held by Trust				
Common Stock 08/15/201						14		S		29,753	D	\$12.0	\$12.0771 ⁽³⁾		04,596	I	Held by Trust				
	Та	ble II												vned							
Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year) Month/Day/Year) Execution Date, if any (Month/Day/Year)				of Deriv Secu Acqu (A) of Dispo of (D)	rative rities ired r osed)	Expi (Moi	iration I nth/Day	Date (Year)	Amoun		Deriv Secu (Inst	ative rity	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)						
	(FIED) (F	(First) (NDEC CORPORATION VEN AVENUE PARK CA S (State) (Table Security (Instr. 3) Stock Stock Stock 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) NDEC CORPORATION VEN AVENUE PARK CA 94025 (State) (Zip) Table I - N Security (Instr. 3) Stock Stock Table II 2. Conversion or Exercise Price of Derivative (Month/Day/Year) [Annual Conversion of Exercise Price of Derivative] 2. (Month/Day/Year) [Annual Conversion of Exercise Price of Derivative] Stock [Annual Conversion of Exercise (Month/Day/Year)] [Annual Conversion of Exercise (Month/Day/Year)] [Annual Conversion of Exercise (Month/Day/Year)] [Annual Conversion of Exercise (Month/Day/Year)]	(First) (Middle) NDEC CORPORATION VEN AVENUE PARK CA 94025 (State) (Zip) Table I - Non-Deriv Security (Instr. 3) 2. Transacti Date (Month/Day/ Stock 08/13/20 Stock 08/14/20 Table II - Derivat (e.g., pt Conversion or Exercise Price of Derivative Price of Derivative [Month/Day/Year] 3A. 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Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year) 2. Transaction (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warr (Month/Day/Year) 3. Transaction (Month/Day/Year)	(First) (Middle) (First) (Middle) (All f Amendment, Date (Month/Day/Year) (Month/Day/Year)	(First) (Middle) (First) (Middle) (DEC CORPORATION VEN AVENUE Table I - Non-Derivative Securities Acquired (Month/Day/Year) (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, option or Exercise Price of Derivative Security 2. Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, option of Exercise Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Da	(First) (Middle) NDEC CORPORATION VEN AVENUE Table I - Non-Derivative Securities Acquired, Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. 8) 2. Transaction Date (P. Code (Instr. 8)) Code (Instr. 8) 2. Table II - Derivative Securities Acquired, Date (Instr. 8) Code (Instr. 8) 2. Table II - Derivative Securities Acquired, Date (Instr. 8) Code (Instr. 8) 2. Table II - Derivative Securities Acquired, Discovering of Execution Date, if any (Month/Day/Year) Conversion of Exercise Price of Date (Month/Day/Year) Code (Instr. 8) Code (Instr. 8)	Code (Instr. Code	(First) (Middle) NDEC CORPORATION VEN AVENUE Table I - Non-Derivative Securities Acquired, Disposed of, or Escurity (Instr. 3) 2. Transaction (Month/Day/Year) (State) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Escurity (Instr. 3) 2. 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Explanation of Responses:

- 1. The Price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.03 to \$12.23, 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.
- 2. The Price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.05 to \$12.21, 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.
- 3. The Price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.00 to \$12.22, 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.

/s/ Shelley A. Hilt, as Attorney- 08/15/2014 in-Fact

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.