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

# **SCHEDULE 13D/A**

## Amendment No. 1

Under the Securities Exchange Act of 1934

Landec Corporation

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

514766104

(CUSIP Number)

Wynnefield Partners Small Cap Value, L.P. I 450 Seventh Avenue, Suite 509 New York, New York 10123 Attention: Mr. Nelson Obus

Copy to:
Jeffrey S. Tullman, Esq.
Kane Kessler, P.C.
1350 Avenue of the Americas, 26<sup>th</sup> Floor
New York, New York 10019
(212) 541-6222

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 21, 2012

(Date of Event which requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box o

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1	NAME OF REPORTING PERSON				
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	Wynnefie	eld Parti	ners Small Cap Value L.P. I 13-3953291		
2		THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		
	(a) □				
	(b) ⊠				
3	SEC USE	E ONLY			
4	SOURCE	E OF FU	JNDS*		
	WC	DOI/ 11	A DAGGE COLUMN TO ALL FIGURE DE COLUMN TO A DECLUMN TO A		
5	CHECK	BOX II	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		
-		ICITID (	OR PLACE OF ORGANIZATION		
6	CITIZEN	SHIP	JR PLACE OF ORGANIZATION		
	Delaware				
	Delaware	7	SOLE VOTING POWER		
		<b>'</b>	SOLE VOTING POWER		
NIIMB	ER OF		944,721 (See Item 5)		
	RES	8	SHARED VOTING POWER		
	CIALLY		SHARED VOTINGTOWER		
OWNI			0 (See Item 5)		
EA		9	SOLE DISPOSITIVE POWER		
	RTING		SOLE BIST COTTIVE TO WELL		
PER			944,721 (See Item 5)		
WI	TH	10	SHARED DISPOSITIVE POWER		
			0 (See Item 5)		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	944,721 (See Item 5)				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*				
13	PERCEN	T OF C	CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	3.68%				
14	TYPE OF	F REPC	ORTING PERSON*		
	PN				

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1			ORTING PERSON		
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	Wynnefie	Wynnefield Partners Small Cap Value, L.P. 13-3688497			
2	CHECK '	THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		
	(a) 🗆				
	(b) ⊠				
3	SEC USE	ONLY	7		
3	SEC OSE	ONLI			
4	SOURCE	OF FU	JNDS*		
	T. T.C.				
5	WC CHECK I	P∪X II	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		
3	CHECK	вол п	DISCLOSURE OF LEGAL FROCEEDINGS IS REQUIRED FORSUANT TO TIEMS 2(t) of 2(e)		
6	CITIZEN	SHIP (	OR PLACE OF ORGANIZATION		
	D.L.				
	Delaware	7	SOLE VOTING POWER		
		,	SOLE VOTING TOWER		
NUMB	ER OF		653,502 (See Item 5)		
SHA	RES	8	SHARED VOTING POWER		
	CIALLY				
OWNI		•	0 (See Item 5) SOLE DISPOSITIVE POWER		
	CH RTING	9	SOLE DISPOSITIVE POWER		
	SON		653,502 (See Item 5)		
WI	TH	10	SHARED DISPOSITIVE POWER		
11	A C C D E C	ATEL A	0 (See Item 5)		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	653,502 (See Item 5)				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13	DEDCEN	TOFC	CLASS REPRESENTED BY AMOUNT IN ROW (11)		
13	LEICEN	1 01 (	ELICO ILLI ILLOLITED DI AMOOITI III ILOM (II)		
	2.54%				
14	TYPE OF	REPC	PRTING PERSON*		
	PN				
	L I N				

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1	NAME OF REPORTING PERSON				
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
			ll Cap Value Offshore Fund, Ltd. (No IRS Identification No.)		
2		THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		
	(a) □				
	(b) ⊠				
3	SEC USE	ONLY			
4	SOURCE	OF FU	JNDS*		
	WC				
5	CHECK	BOX IF	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		
6	CITIZEN	SHIP C	OR PLACE OF ORGANIZATION		
	Cayman 1				
	7 SOLE VOTING POWER				
NUMB	_		502,788 (See Item 5)		
SHA		8	SHARED VOTING POWER		
BENEFICIALLY					
OWNI			0 (See Item 5)		
EA	_	9	SOLE DISPOSITIVE POWER		
REPOI					
PER			502,788 (See Item 5)		
WI	TH	10	SHARED DISPOSITIVE POWER		
	0 (See Item 5)				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	500 500 <i>(</i>	· .			
40	502,788 (				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*				
40					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	1.000/				
14	1.96%	DEPO	ADTING DEDGONIA		
14	I YPE OF	KEPU	PRTING PERSON*		
	CO				

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1			ORTING PERSON		
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	Wynnefie	Wynnefield Capital, Inc. Profit Sharing Plan 13-3873998			
2	CHECK '	ГНЕ А	PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		
	(a) 🗆				
	. ,				
	(b) ⊠				
3	SEC USE	ONLY	7		
4	SOURCE	OF FU	JNDS*		
	WC				
5	CHECK	BOX II	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		
6	CITIZEN	SHIP (	OR PLACE OF ORGANIZATION		
	Delaware	!			
	7 SOLE VOTING POWER				
NUMB	ER OF		92,260 (See Item 5)		
SHA	RES	8	SHARED VOTING POWER		
BENEFI	CIALLY				
OWNI	ED BY		0 (See Item 5)		
EA		9	SOLE DISPOSITIVE POWER		
REPOI	RTING				
PER	SON		92,260 (See Item 5)		
WI	TH	10	SHARED DISPOSITIVE POWER		
			0 (See Item 5)		
11	AGGREC	GATE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	92,260 (See Item 5)				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13	PERCEN	T OF C	CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	.36%				
14	TYPE OF	REPC	ORTING PERSON*		
	CO				
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1	NAME OF REPORTING PERSON				
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	Wynnefie	ld Capi	ital Management, LLC 13-4018186		
2		THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		
	(a) 🗆				
	(b) ⊠				
3	SEC USE	ONLY			
4	SOURCE	OF FU	JNDS*		
_	N/A	DOI! II	A DAGGE COLUMN TO ALL FIGURE DE COLUMN TO A DECLUMN TO A		
5	CHECK	BOX II	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		
6	CITIZEN	CIID	OR PLACE OF ORGANIZATION		
О	CITIZEN	SHIP	JR PLACE OF ORGANIZATION		
	New Yorl	lz.			
	New Toll	7	SOLE VOTING POWER		
		,	SOLE VOTING FOWER		
NUMB	ED OE		1,598,223 (See Item 5)		
	RES	8	SHARED VOTING POWER		
	_	U	SHARED VOTINGTOWER		
BENEFICIALLY OWNED BY 0 (See Item 5)		0 (See Item 5)			
EA		9	SOLE DISPOSITIVE POWER		
REPOI	_	J	SOLE BIST COTTIVE TO WELL		
PER			1,598,223 (See Item 5)		
WI	TH	10	SHARED DISPOSITIVE POWER		
			0 (See Item 5)		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	1,598,223 (See Item 5)				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	6.22%				
14	TYPE OF	REPO	PRTING PERSON*		
	00				

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1			ORTING PERSON DENTIFICATION NO. OF ABOVE PERSON		
	3.5. OK I.R.5. IDENTIFICATION NO. OF ABOVE PERSON				
			ital, Inc. 13-3688495		
2		THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		
	(a) 🗆				
	(b) ⊠				
3	SEC USE	ONLY			
4	SOURCE	OF FU	JNDS*		
5	N/A	P∪X II	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		
3	CHECK	DOA II	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED FORSUANT TO TIEMS 2(tt) of 2(e)		
6	CITIZEN	ISHIP (	OR PLACE OF ORGANIZATION		
	Delaware	!			
	7 SOLE VOTING POWER				
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	ER OF RES	8	502,788 (See Item 5) SHARED VOTING POWER		
	CIALLY	U	SIMILED VOINGTOWER		
OWNI			0 (See Item 5)		
EA		9	SOLE DISPOSITIVE POWER		
	RTING SON		502,788 (See Item 5)		
	TH	10	SHARED DISPOSITIVE POWER		
11	ACCDEC	ATE A	0 (See Item 5) MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	502,788 (See Item 5)				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*				
13		T OF C	CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	1.000/				
14	1.96%	REDC	PRTING PERSON*		
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	CO				

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
	Nelson O	bus		
2		THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
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	(b) ⊠			
3	SEC USE	E ONLY		
4	SOURCE	OF FU	JNDS*	
	N/A			
5	CHECK	BOX II	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	
6	CITIZEN	SHIP (	DR PLACE OF ORGANIZATION	
	United St	ates		
		7	SOLE VOTING POWER	
NUMBER OF			92,260 (See Item 5)	
SHARES BENEFICIALLY		8	SHARED VOTING POWER	
	ED BY		2,101,011 (See Item 5)	
EACH 9 SOLE DISPOSITIVE POWER		SOLE DISPOSITIVE POWER		
REPORTING PERSON 92.260 (See Item 5)		92,260 (See Item 5)		
WITH		10	SHARED DISPOSITIVE POWER	
			2,101,011 (See Item 5)	
11	AGGREC	GATE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	2,193,271	l (See I	tem 5)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	8.54%			
14	TYPE OF REPORTING PERSON*			
	IN			
	111/			

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1	NAME OF REPORTING PERSON				
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	Joshua La	andes			
2	CHECK	THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		
_	(a) □		(		
	(-) —				
	(b) ⊠				
3	SEC USE	ONLY			
	SEC COL	CIVEI			
4	SOURCE	OF FI	INDS*		
-	booker	. 01 1 0			
	N/A				
5		BOX II	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		
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6		ISHID (	DR PLACE OF ORGANIZATION		
U	CITIZENSHIP OR PLACE OF ORGANIZATION				
	United St	ates			
	Office be	7	SOLE VOTING POWER		
		,	SOLE VOINGTOWER		
NUMB	ED OF		0 (See Item 5)		
	EK OF RES	8	SHARED VOTING POWER		
	_	ŏ	SHARED VOTING POWER		
BENEFICIALLY			2.404.04.70		
OWN			2,101,011 (See Item 5)		
EA	_	9	SOLE DISPOSITIVE POWER		
REPORTING					
PER			0 (See Item 5)		
WI	TH	10	SHARED DISPOSITIVE POWER		
	2,101,011 (See Item 5)				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	2,101,011 (See Item 5)				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*				
	_				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	8.18 %				
14	TYPE OF REPORTING PERSON*				
	IN				

CUSIP No. 514766104 13D Page 10 of 14

This Amendment No. 1 amends the Statements of Beneficial Ownership on Schedule 13D originally filed with the Securities and Exchange Commission on June 14, 2012 (the "Schedule 13D") by the Wynnefield Reporting Persons (as defined in the Schedule 13D) with respect to shares of common stock, \$0.001 par value per share (the "Common Stock") of Landec Corporation, a Delaware corporation with its principal executive offices at 3603 Haven Avenue, Menlo Park, California 94025. Unless specifically amended hereby, the disclosures set forth in the Schedule 13D shall remain unchanged. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Schedule 13D.

#### Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated as follows:

The securities reported in this Schedule 13D as directly beneficially owned by the Wynnefield Reporting Persons were acquired with funds of approximately \$14,076,661 (including brokerage commissions). All such funds were provided from the working capital or personal funds of the Wynnefield Reporting Persons who directly beneficially own such securities.

#### Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated as follows:

(a), (b) and (c) As of September 25, 2012, the Wynnefield Reporting Persons beneficially owned in the aggregate 2,193,271 shares of Common Stock, constituting approximately 8.54% of the outstanding shares of Common Stock (the percentage of shares owned being based upon 25,678,434 shares of Common Stock outstanding as of July 20, 2012, as set forth in the Issuer's most recent report on Form 10-K for the year ended May 27, 2012, filed with the Commission on March 28, 2012).

The following table sets forth certain information with respect to Common Stock directly beneficially owned by the Wynnefield Reporting Persons listed below:

<u>Name</u>	Number of Common Stock	Percentage of Outstanding Common Stock
Partners	653,502	2.54%
Partners I	944,721	3.68%
Offshore	502,788	1.96%
Plan	92,260	.36%

WCM is the sole general partner of Partners and Partners I and, accordingly, may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that Partners and Partners I beneficially own. WCM, as the sole general partner of Partners and Partners I, has the sole power to direct the voting and disposition of the Common Stock that Partners and Partners I beneficially own. Messrs. Obus and Landes are the co-managing members of WCM and, accordingly, each of Messrs. Obus and Landes may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that WCM may be deemed to beneficially own. Each of Messrs. Obus and Landes, as co-managing members of WCM, share the power to direct the voting and disposition of the shares of Common Stock that WCM may be deemed to beneficially own.

WCI is the sole investment manager of Offshore and, accordingly, may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that Offshore beneficially owns. WCI, as the sole investment manager of Offshore, has the sole power to direct the voting and disposition of the Common Stock that Offshore beneficially owns. Each of Messrs. Obus and Landes are executive officers of WCI and, accordingly, each may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that WCI may be deemed to beneficially own. Each of Messrs. Obus and Landes, as an executive officer of WCI, share the power to direct the voting and disposition of the shares of Common Stock that WCI may be deemed to beneficially own.

The Plan is an employee profit sharing plan. Mr. Obus is the portfolio manager of the Plan and has the sole authority to direct the voting and the disposition of the shares of Common Stock that the Plan beneficially owns. Accordingly, Mr. Obus may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the shares of Common Stock that the Plan may be deemed to beneficially own.

Beneficial ownership of the Common Stock shown on the cover pages of and set forth elsewhere in this Schedule 13D for each member of the Wynnefield Reporting Persons assumes that they have not formed a group for purposes of Section 13(d)(3) under the Exchange Act, and Rule 13d-5(b)(1) promulgated thereunder. If the members of the Wynnefield Reporting Persons were deemed to have formed a group for purposes of Section 13(d)(3) and Rule 13d-5(b)(1), the group would be deemed to own beneficially (and may be deemed to have shared voting and dispositive power over) 2,193,271 shares of Common Stock, constituting approximately 8.54% of the outstanding shares of Common Stock (the percentage of shares owned being based upon 25,678,434 shares of Common Stock outstanding as of July 20, 2012, as set forth in Issuer's most recent report on Form 10-K for the quarter ended May 27, 2012, filed with the Commission on August 8, 2012).

The filing of this Schedule 13D and any future amendment by the Wynnefield Reporting Persons, and the inclusion of information herein and therein with respect to WCM, WCI and Messrs. Obus and Landes, shall not be considered an admission that any of such persons, for the purpose of Section 16(b) of the Exchange Act, are the beneficial owners of any shares in which such persons do not have a pecuniary interest. Each of WCM, WCI and Messrs. Obus and Landes disclaims any beneficial ownership of the shares covered by this Schedule 13D.

The Wynnefield Reporting Persons have sold shares of Common Stock during the last 60 days as follows:

Name	Date	Number of Shares	Price Per Share
Wynnefield Partners I	September 18, 2012	1,212	\$11.35
Wynnefield Partners	September 18, 2012	821	\$11.35
Wynnefield Offshore	September 18, 2012	667	\$11.35
Wynnefield Partners I	September 19, 2012	111,038	\$11.10
Wynnefield Partners	September 19, 2012	75,179	\$11.10
Wynnefield Offshore	September 19, 2012	61,083	\$11.10
Plan	September 21, 2012	25,000	\$11.45
Wynnefield Partners I	September 25, 2012	44,900	\$11.45
Wynnefield Partners	September 25, 2012	30,400	\$11.45
Wynnefield Offshore	September 25, 2012	24,700	\$11.45

(d) and (e). Not Applicable

## **SIGNATURE**

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this Schedule 13D is true, complete and correct.

Dated: October 2, 2012

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P., I

By: Wynnefield Capital Management, LLC, its General Partner

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P.

By: Wynnefield Capital Management, LLC, its General Partner

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD.

By: Wynnefield Capital, Inc., its Investment Manager

By: /s/ Nelson Obus

Nelson Obus, President

WYNNEFIELD CAPITAL MANAGEMENT, LLC

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

WYNNEFIELD CAPITAL, INC.

By: /s/ Nelson Obus

Nelson Obus, President

WYNNEFIELD CAPITAL, INC. PROFIT SHARING PLAN

By: /s/ Nelson Obus

Nelson Obus, Portfolio Manager

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/s/ Nelson Obus Nelson Obus, Individually

<u>/s/ Joshua Landes</u> Joshua Landes, Individually