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

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Name and Address of Reporting Person * Crowley, Thomas F. (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) President and CEO, Landec Ag
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

${\bf Table\ I-Non-Derivative\ Securities\ Acquired,\ Disposed\ of,\ or\ Beneficially\ Owned}$

2. Transaction Date (Month/Day/ any (Month/I			3. Transaction (Instr. 8)	Code	4. Securities Acc (Instr. 3, 4 and 5	quired (A) or Disp	posed of (D)	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 Derivative Security	3. Transaction Date (Month/Day/ Year)	Execution Date, if any (Month/Day/ Year)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	or	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		25,000		(1)	12/5/2012	Common Stock	25,000	\$1.89	85,000	D	

Expl	anation of Responses:							
11 ` ′	The option shall be exercisable cumulatively at a rate of 1/48th of the stal of 48 months.	hares subject to the option on the 5th of each month after December 5, 2002 for						
	/s/ Sonia J. Powell							
	Thomas F. Crowley By Sonia J. Powell, Attorney-in-Fact	12/6/02						
	** Signature of Reporting Person	Date						
Remin	nder: Report on a separate line for each class of securities beneficially o	owned directly or indirectly.						
	* 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 Criminal Violations. <i>See</i> 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	d. If space is insufficient, see Instruction 6 for procedure.						
	www.sec.gov/divisions/corpfin/forms/form4.htm pdate: 09/05/2002							
	POWER C	OF ATTORNEY						
fact to		ner 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 o 1934, as amended (the " <u>Exchange Act</u> "), and the rules thereunder;							
(2)		ed which may be necessary or desirable to complete and execute any such the United States Securities and Exchange Commission (the "SEC") 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, 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 th 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.							
might her sul attorne	ite, necessary or proper to be done in the exercise of any of the rights a or could do if personally present, with full power of substitution or rev bstitute or substitutes, shall lawfully do or cause to be done pursuant to	wer and authority to do and perform any and every act and thing whatsoever and powers herein granted, as fully to all intents and purposes as the undersigned vocation, hereby ratifying and confirming all that such attorney-in-fact, or his or this power of attorney. The undersigned acknowledges that the foregoing d, are not assuming, nor is the Company assuming, any of the undersigned's						
		e undersigned is no longer required to file Forms 3, Forms 4, and Forms 5 with by the Company, unless earlier revoked by the undersigned in a signed writing the SEC as a confirming statement of the authority granted herein.						
	The undersigned has caused this Power of Attorney to be executed a	as of this <u>6th</u> day of December, 2002.						
		/s/ Thomas F. Crowley						
		Signature						
		Thomas F. Crowley						
		Print Name						