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 Number: 3235-0287 Expires: January 31, 2005

OMB APPROVAL

Expires: January 31, 2005 Estimated average burden hours per response. . . 0.5

1. Name and Address of Reporting Person * Bitler, Steve P. (Last) (First) (Middle)	2. Issuer Name and Ticker or Trading Symbol Landec Corporation LNDC	4. Statement for (Month/Day/Year) January 6, 2003	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X. Officer (give title below) Other (specify below) VP Corporate Technology
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) <u>X</u> 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

	2. Transaction Date (Month/Day/	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Transaction (Instr. 8)		4. Securities Acc (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Form: Direct (D) or	7. Nature of Indirect Beneficial Ownership (Instr. 4)
(Instr. 3)	Year)	Year)	Code	V	Amount	(A) or (D)	Price	(Instr. 3 and 4)	(Instr. 4)	
Common Stock	1/6/03		X		5,217	A	\$0.86			
Common Stock	1/6/03		X		3,478	A	\$0.58			
Common Stock	1/6/03		X		10,434	A	\$0.58	38,714	D	
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	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
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2. Conversion			3A. Deemed	4. Transaction Code (Instr. 8)		Disposed of (D)		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)	Title of or Exercise 3. Transaction Executive Price of Date if any (Month/Day/	Execution Date, if any (Month/Day/ Year)	Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	8. Price of Following Derivative Reported Security Transaction(s)	Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)		
Incentive Stock Option (right to buy)	\$0.86	1/6/03		x		5,217				Common Stock	5,217	\$0.86			
Incentive Stock Option (right to buy)	\$0.58	1/6/03		x		3,478				Common Stock	3,478	\$0.58			
Incentive Stock Option (right to buy)	\$0.58	1/6/03		x		10,434				Common Stock	10,434	\$0.58	69,391	D	

Explanation of Responses:	
/s/ Steven P. Bitler	1/8/03

** 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