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 * Bitler, Steve P. (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)
			VP Corporate Technology
c/o Landec Corporation (Street)	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
Menlo Park, CA 94025	(voluntary)	Original (Wolldin Bay/ Teal)	1 of the field by Office Reporting Person
(City) (State) (Zip)		/	Form filed by More than One Reporting Person

$\label{lem:constraints} \textbf{Table I-Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned}$

2. Transaction Date (Month/Day/ lany (Month/Day/		3. Transaction Code (Instr. 8)		4. Securities Acc (Instr. 3, 4 and 5	quired (A) or Disp)	posed of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
(Instr. 3)	of Security Date (Month/Day/ Year) any (Month/Day/ Year)			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		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)	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	8. Price of Derivative Security (Instr. 5)	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		15,000		(1)	12/5/2012	Common Stock	15,000	\$1.89	88,520	D	

Explanation of Responses:	
(1) The option shall be exercisable cumulatively at a rate of 1/48th of the shatotal of 48 months.	ares subject to the option on the 5th of each month after December 5, 2002 for
/s/ Steven P. Bitler	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