FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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

1. Name and Address of Reporting Person* <u>STEELE GARY T</u>						2. Issuer Name and Ticker or Trading Symbol  LANDEC CORP \CA\ [ LNDC ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
															X				Owner	
(Last) (First) (Middle) C/O LANDEC CORPORATION 3603 HAVEN AVENUE						3. Date of Earliest Transaction (Month/Day/Year) 02/08/2012									X		v)	belo	er (specify w)	
						4. If Amendment, Date of Original Filed (Month/Day/Year)										. Individual or Joint/Group Filing (Check Applicable				
Street) MENLO PARK CA 94025															Line) X	Form filed by One Reporting Person Form filed by More than One Reporting				
City) (State) (Zip)																Peis	UII			
		Tabl	e I - No	n-Deriv	ative	Sec	uritie	s Ac	quired	, Dis	sposed o	f, o	r Ben	efic	ially	Owne	ed			
Date				Date			2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)						and 5) Secur Benef Owne		ties cially I Following	Form: Direct	of Indirect Beneficial Ownership	
									Code	v	Amount	(	A) or D)	Price	;	Transa	ction(s)		(Instr. 4)	
Common Stock 02/08					2012				S		20,814(1	.)	D	\$6.6597		200,188		I	Held by Trust	
Common Stock 0				02/09/2	02/09/2012				S		29,400(1	.)	D	\$6.6898		170,788		I	Held by Trust	
Common Stock 02/10/2					2012				S		9,129(1)		D	\$6.5981		161,659		I	Held by Trust	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																				
Derivative Conversion Date Execurity or Exercise (Month/Day/Year) if		Execution if any	ion Date, Transa Code (			of Deriv Secu Acqu (A) or Dispo of (D) (Instr	ative rities ired sed	Expirati (Month/	on Da	te ear)	Amou or Numb		nstr. 3	Deri Seci	ivative urity tr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	NDEC COVEN AV PARK Security (II Stock Stock Conversion or Exercic Price of Derivative)	(First NDEC CORPOVEN AVENUE) PARK CA (State Security (Instr. ) Stock Stock Stock  2. Conversion or Exercise Price of Derivative (Instr. )	(First) (INDEC CORPORATION VEN AVENUE  PARK CA 9  (State) (3  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 - No Security (Instr. 3)  Stock  Stock  Stock  2. Conversion or Exercise Price of Derivative Price of	(First) (Middle) NDEC CORPORATION VEN AVENUE  PARK CA 94025  (State) (Zip)  Table I - Non-Deriv Security (Instr. 3)  Stock 02/08/2  Stock 02/09/2  Table II - Derivati (e.g., pu  Conversion or Exercise Price of Derivative (Month/Day/Year) Price of Derivative (Month/Day/Year)  3A. Deemed Execution Date, if any (Month/Day/Year)	(First) (Middle) 3. D.	(First) (Middle) 3. Date of 02/08/20  NDEC CORPORATION VEN AVENUE  PARK CA 94025  (State) (Zip)  Table I - Non-Derivative Sector (Month/Day/Year)  Stock 02/08/2012  Stock 02/08/2012  Stock 02/09/2012  Table II - Derivative Security (e.g., puts, calls, Conversion or Exercise Price of Derivative (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Date of 02/08/20  4. If Amentaly Amentaly Conversion or Exercise Price of Derivative (Month/Day/Year)  3. Date of 02/08/20  4. Transaction Code (Instr. 8)	(First) (Middle) NDEC CORPORATION VEN AVENUE  Table I - Non-Derivative Securities (Month/Day/Year)  Stock  12. Transaction Date (Month/Day/Year) (Month/Day/Year)  Stock  13. Date of Earlies 02/08/2012  4. If Amendment, 22. Transaction Date (Month/Day/Year) (Month/Day/Year)  Stock  15. Nu	(First) (Middle)  NDEC CORPORATION  VEN AVENUE  PARK CA  94025  (State) (Zip)  Table I - Non-Derivative Securities Acquerities (Month/Day/Year)  Stock  02/08/2012  2. Transaction Date (Month/Day/Year)  Stock  02/08/2012  Stock  02/08/2012  Table II - Derivative Securities Acquerities Acquerities (e.g., puts, calls, warrants, calls, calls, warrants, calls, warrants, calls, warrants, calls, warrants, calls, warrants, calls,	(First) (Middle)  NDEC CORPORATION  VEN AVENUE  Table I - Non-Derivative Securities Acquired (Month/Day/Year)  Security (Instr. 3)  Table II - Non-Derivative Securities Acquired (Month/Day/Year)  Stock  12. Transaction (Month/Day/Year)  Stock  13. Transaction (Month/Day/Year)  Stock  14. If Amendment, Date of Original Execution Date, if any (Month/Day/Year)  Stock  15. Number (e.g., puts, calls, warrants, option)  Table II - Derivative Securities Acquired, I (e.g., puts, calls, warrants, option)  Table II - Derivative Securities Acquired, I (e.g., puts, calls, warrants, option)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 (Month/Day/Year)	Code   V   Code   V   Code   Code	(First) (Middle) NDEC CORPORATION WEN AVENUE  Table I - Non-Derivative Securities Acquired, Disposed of Code (Instr. and Code	Code   Name   Code   Calcarda   Calcarda	Conversion of Exercisor of Ex	Candidate   Cand	Check   Composition   Conversion   Convers	LANDEC CORP \CA\ [ LNDC ]	LANDEC CORP (CA) [ LNDC ]	Check all applicables   X Director   10%   X Dire	

## Explanation of Responses:

1. All shares reported sold on this form 4 were sold pursuant to a 10b5-1 trading program.

/s/ Shelley A. Hilt

02/10/2012

\*\* 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.