SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

Hemmeter Molly			2. Date of Event Requiring States (Month/Day/Yea 06/22/2009	ment	3. Issuer Name and Ticker or Trading Symbol <u>LANDEC CORP \CA\</u> [ LNDC ]					
(Last) 739 MILLER	(First) AVENUE	(Middle)		(Che	4. Relationship of Reporting Perso (Check all applicable) Director X Officer (give title below) VP Business Devel	10% Owne	r (Mor	5. If Amendment, Date of Original Filed (Month/Day/Year)		
(Street) MILL VALLEY (City)	CA (State)	94941 (Zip)				Other (spec below) opment	2 0. IN	icable Line) Form filed b	/Group Filing (Check y One Reporting Person y More than One erson	
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)					Amount of Securities eneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)			2. Date Exerce Expiration Day (Month/Day/	ate	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4		4. Conversion or Exercise	Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Stock Option	(Right to Buy	<i>'</i> )	06/22/2011	06/22/2016	Common Stock	37,500	6.47	D		
Restricted Stock Unit (RSU)			06/22/2012	(1)	Common Stock	12,500	(2)	D		

Explanation of Responses:

1. Restricted Stock Units will vest on the 3rd anniversary of the grant date and will be automatically settled in shares of common stock subject to vesting at a rate of 1 share per unit.

2. The restricted stock units convert into common stock of Landec Corporation on a 1 for 1 basis

/s/ Stacia Leigh Skinner

\*\* Signature of Reporting Person Date

06/23/2009

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 5 (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.