

**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

1. Name and Address of Reporting Person* <u>WYNNEFIELD PARTNERS SMALL CAP VALUE LP I</u>  (Last) (First) (Middle) 450 SEVENTH AVENUE SUITE 509  (Street) NEW YORK NY 10123  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/04/2012	3. Issuer Name and Ticker or Trading Symbol <u>LANDEC CORP \CA\ [ LNDC ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.001 per share	0	D <sup>(1)</sup>	
Common Stock, par value \$0.001 per share	0	I	1,466,400 See Footnotes <sup>(2)(3)(4)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person\*  
WYNNEFIELD PARTNERS SMALL CAP VALUE LP I  
 (Last) (First) (Middle)  
 450 SEVENTH AVENUE  
 SUITE 509  
 (Street)  
 NEW YORK NY 10123  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
WYNNEFIELD PARTNERS SMALL CAP VALUE LP  
 (Last) (First) (Middle)  
 450 SEVENTH AVENUE  
 SUITE 509  
 (Street)  
 NEW YORK NY 10123  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND LTD  
 (Last) (First) (Middle)

450 SEVENTH AVE  
STE 509

(Street)

NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[WYNNEFIELD CAPITAL MANAGEMENT  
LLC](#)

(Last) (First) (Middle)

450 SEVENTH AVE  
STE 509

(Street)

NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[WYNNEFIELD CAPITAL INC](#)

(Last) (First) (Middle)

(Street)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Wynnefield Capital, Inc. Profit Sharing Plan](#)

(Last) (First) (Middle)

450 SEVENTH AVENUE  
SUITE 509

(Street)

NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[OBUS NELSON](#)

(Last) (First) (Middle)

(Street)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[LANDES JOSHUA](#)

(Last) (First) (Middle)

(Street)

(City) (State) (Zip)

**Explanation of Responses:**

1. The Reporting Person directly beneficially owns 1,101,871 shares of common stock, \$.001 par value per share ("Common Stock") of Landec Corporation (the "Issuer"). Wynnefield Capital Management, LLC, as the sole general partner of the Reporting Person, has an indirect beneficial ownership interest in the shares of Common Stock that the Reporting Person directly beneficially owns. Nelson Obus and Joshua Landes, as co-managing members of Wynnefield Capital Management, LLC, have an indirect beneficial ownership interest in the shares of Common Stock that the Reporting Person directly beneficially owns.
2. The Reporting Person has an indirect beneficial ownership interest in 759,902 shares of Common Stock, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P., as members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Wynnefield Partners Small Cap Value, L.P., which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Wynnefield Capital Management, LLC, as the sole general partner of Wynnefield Partners Small Cap Value, L.P., has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Partners Small Cap Value L.P. directly beneficially owns. Nelson Obus and Joshua Landes, as co-managing members of Wynnefield Capital Management, LLC, have an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Partners Small Cap Value, L.P. directly beneficially owns.
3. The Reporting Person has an indirect beneficial ownership interest in 589,238 shares of Common Stock, which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd., as members of a group under Section 13(d) of the Exchange Act. Wynnefield Small Cap Value Offshore Fund, Ltd., which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Wynnefield Capital, Inc. as the sole investment manager of Wynnefield Small Cap Value Offshore Fund, Ltd., has an indirect beneficial ownership interest in the shares of

Common Stock that Wynnefield Small Cap Value Offshore Fund, Ltd. directly beneficially owns. Nelson Obus and Joshua Landes, as principal executive officers of Wynnefield Capital, Inc., have an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Small Cap Value Offshore Fund, Ltd. directly beneficially owns.

4. The Reporting Person has an indirect beneficial ownership interest in 117,260 shares of Common Stock, which are directly beneficially owned by Wynnefield Capital, Inc. Profit Sharing Plan, as members of a group under Section 13(d) of the Exchange Act. Wynnefield Capital, Inc. Profit Sharing Plan, which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Nelson Obus, as the portfolio manager of Wynnefield Capital, Inc. Profit Sharing Plan, has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Capital, Inc. Profit Sharing Plan directly beneficially owns.

**Remarks:**

Each of the Reporting Owners identified in this statement disclaims beneficial ownership of the securities described in this statement, except to the extent of their individual respective pecuniary interest in such securities. The filing of this statement shall not be deemed an admission that any of the Reporting Owners identified in this statement are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities specified in this statement other than those directly beneficially owned by them.

WYNNEFIELD PARTNERS  
SMALL CAP VALUE, L.P. I  
By: Wynnefield Capital  
Management, LLC General 06/14/2012  
Partner By: /s/ Nelson Obus  
Nelson Obus, Managing  
Member

WYNNEFIELD PARTNERS  
SMALL CAP VALUE, L.P.  
By: Wynnefield Capital  
Management, LLC General 06/14/2012  
Partner By: /s/ Nelson Obus  
Nelson Obus, Managing  
Member

WYNNEFIELD SMALL CAP  
VALUE OFFSHORE FUND,  
LTD. By: Wynnefield Capital, 06/14/2012  
Inc. By: /s/ Nelson Obus  
Nelson Obus, President

WYNNEFIELD CAPITAL  
MANAGEMENT, LLC By: /s/ 06/14/2012  
Nelson Obus Nelson Obus,  
Managing Member

WYNNEFIELD CAPITAL,  
INC. By: /s/ Nelson Obus 06/14/2012  
Nelson Obus, President

WYNNEFIELD CAPITAL,  
INC. PROFIT SHARING  
AND MONEY PURCHASE  
PLANS, INC. By: /s/ Nelson 06/14/2012  
Obus Nelson Obus, Portfolio  
Manager

/s/ Nelson Obus Nelson Obus, 06/14/2012  
individually

/s/ Joshua Landes Joshua  
Landes, individually 06/14/2012

\*\* 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 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.**