## 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

			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
1. Name and Address of Reporting Person *			Director X_ Officer (give title below)				
Taft, David D. (Last) (First) (Middle)	2. Issuer Name and Ticker or Trading Symbol	4. Statement for Month/Day/Year	10% Owner Other (specify below)				
(East) (First) (Made)	Landec Corporation LNDC	February 20, 2003	Chief Operating Officer				
c/o Landec Corporation (Street)	3. I.R.S. Identification		7. Individual or Joint/Group Filing (Check Applicable Line)				
Menlo Park, CA 94025 (City) (State) (Zip)	Number of Reporting Person, if an entity (voluntary)	5. If Amendment, Date of Original (Month/Day/Year)	X Form filed by One Reporting Person  Form filed by More than One Reporting Person				

## ${\bf Table\ I-Non-Derivative\ Securities\ Acquired,\ Disposed\ of,\ or\ Beneficially\ Owned}$

Title of Security	2. Transaction	2A. Deemed Execution Date, if	3. Transaction (Instr. 8)	Code	4. Securities Acc (Instr. 3, 4 and 5	quired (A) or Disp	posed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
(Instr. 3)	Year)	Month/Day/ Year)		V	Amount	(A) or (D) Price		(Instr. 3 and 4)	(Instr. 4)	(Instr. 4)

## Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned

	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	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)	Securities: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
Incentive Stock Option (right to buy)	\$2.82	2/20/03		A		25,000		(1)	2/20/13	Common Stock	25,000	\$2.82	258,913	D	

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Explana	tion	of Respons	es:													1
-		-		nulatively at a r	ate of 1/12t	h of the sha	res subject	t to the optic	on on the 20t	h of each m	onth after I	ebruary 20	),2003 for a	total of 12 mor	nths.	
<u> </u>	_															
			/s/ David Taft l	By Sonia J.Powe	oll Attorne	v-in-Fact							2/21/03			
				gnature of Repor		y-m-r-act							Date			
Reminder:	Rep	port on a sep	oarate line for ea	ach class of secu	rities benefi	cially owned	directly or	indirectly.								
	* If the form is filed by more than one reporting person, <i>see</i> 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	e thr			of which must b		signed. If sp	ace is insuf	ficient, see I	nstruction 6 f	or procedure	·.					
		-	ns/corpfin/form		,					•						
		9/05/2002		•												
							POV	VER OF	ATTORN	EY						
	Tì	he unders	signed herel	by constitutes	s and app	oints Gr	egory S.	Skinner	and <b>Soni</b> a	Powell.	and each	of them.	his or he	r true and la	ıwful attorr	nev-in-
fact to:		ire under	Janea nere	oy constitute.	o una app	onno Gr	<b>.g</b> 01) 01		ana 5 <b>5111</b>		and caen	or them,	1110 01 110	r true and re	with accord	10, 111
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(-)				Forms 5 and t												
	au	ıthority; a	and													
(3)	ta	ake any c	ther action	of any type v	whatsoev	er in con	nection v	with the fo	regoing v	hich, in t	he opinio	on of suc	h attornev	/-in-fact, ma	y be of bei	nefit to, in
	th	e best int	terest of, or	legally requi	ired by, th	ne unders	igned, it	being und	derstood tl	nat the do	cuments	executed	by such	attorney-in-	fact on beh	alf of the
		_	ed, pursuant his or her d	to this Powe	er of Atto	rney shal	l be in sı	ich form	and shall o	contain su	ich terms	and con	ditions as	such attorn	ey-in-fact n	nay
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respons	ibil	ities to c	omply with	Section 16 o	of the Exc	change A	ct.									
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uenvere	u to	о ше атто	meys-in-ia	ct. This Pow	er or Atto	nney may	y ve mec	ı witii the	SEC as a	COHHIMII	ig statem	eni of th	e aumorit	y granted ne	erenn.	
	Tì	he unders	signed has c	caused this Po	ower of A	Attorney t	o be exe	cuted as o	of this 3rd	day of D	ecember,	2002.				
										/s/ David	D. Taft					
										Signature	5					
										David D.	Taft					

Print Name