## SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

SCHEDULE 13G/A (Amendment No. 2)

Landec Corporation (Name of Issuer)

Common Stock, \$0.001 par value (Title of Class of Securities)

514766104 (CUSIP Number of Class of Securities)

(	(Date	December 31, 2006 of Event which Requires Filing of this Statemen	t)
Check the appris filed:	ropria	te box to designate the rule pursuant to which	this Schedule
_  RULE 130  X  RULE 130  _  RULE 130	d-1(c)		
CUSIP NO. 5147	766104	i	Page 2 of 10
		ING PERSONS FICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
Wynnefiel 13-368849		tners Small Cap Value, L.P.	
2. CHECK THE	E APPF	COPRIATE BOX IF A MEMBER OF A GROUP*	
		•	a)  _  b)  X
3. SEC USE (			
4. CITIZENSH	HIP OF	PLACE OF ORGANIZATION	
	5.	SOLE VOTING POWER	
		430,925 Shares	
NUMBER OF SHARES BENEFICIALLY	6.	SHARED VOTING POWER	
OWNED BY EACH	7.	SOLE DISPOSITIVE POWER	
REPORTING PERSON		430,925 Shares	
WITH	8.	SHARED DISPOSITIVE POWER	
9. AGGREGATE	E AMOL	INT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
430,925 8	Shares	s 	
10. CHECK BOX	K IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	SHARES*
			_  
11. PERCENT (	OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (9)	

1.7% of Common Stock

12. TYPE OF REPORTING PERSON\*

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

Wynnefield Partners Small Cap Value, L.P. I 13-3953291				
2. C			OPRIATE BOX IF A MEMBER OF A GROUP*	
			(a)	ı
			(b)	
3. S	SEC USE 0	NLY		
			PLACE OF ORGANIZATION	
D	elaware			
		5.	SOLE VOTING POWER	
			551,725 Shares	
NUMB	BER OF	6.	SHARED VOTING POWER	
SHARES BENEFICIALLY				
	D BY		SOLE DISPOSITIVE POWER	
EACH REPORTING		٠.		
	RSON TH		551,725 Shares	
		8.	SHARED DISPOSITIVE POWER	
9. A	GGREGATE	AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
5	51,725 S	Shares		
10. C	HECK BUX	V TF I	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHAR	E5"
				_
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
2	2.2% of C	common	Stock	
12. T	YPE OF R	REPORT	ING PERSON*	
Р	PN			

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP NO. 514766104

		RTING PERSONS IFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
		nall Cap Value Offshore Fund, Ltd. cification No.)	
2. CHE	CK THE APF	PROPRIATE BOX IF A MEMBER OF A GROUP*	
		(a) (b)	_   X
	USE ONLY		
		OR PLACE OF ORGANIZATION	
Cayı	man Island	ds	
	5.	SOLE VOTING POWER	
		532,750 Shares	
NUMBER	0F 6.	SHARED VOTING POWER	
SHARE: BENEFICI			
OWNED   EACH		SOLE DISPOSITIVE POWER	
REPORT: PERSO		532,750 Shares	
WITH		SHARED DISPOSITIVE POWER	
	0.	SHARED DISI GSTITUE TOWER	
		NINT DEVELOPMENT BY FACIL DEPOSITION DEPOSIT	
		DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	,750 Share		
10. CHE	CK BOX IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SH	ARES*
			_
		LASS REPRESENTED BY AMOUNT IN ROW (9)	
2.19	% of Commo	on Stock	
12. TYP	E OF REPOR	RTING PERSON*	
CO			

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP NO. 514766104

		TING PERSONS FICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)			
-	nefield Ca 4018186	pital Management, LLC			
2. CHEC	CK THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP*			
		(a)	I_I		
			įxį		
3. SEC	USE ONLY				
4. CIT	IZENSHIP 0	R PLACE OF ORGANIZATION			
New	York				
	5.	SOLE VOTING POWER			
		982,650 Shares(1)			
NUMBER SHARES	3	SHARED VOTING POWER			
BENEFICIA OWNED E					
EACH REPORT		SOLE DISPOSITIVE POWER			
PERSON WITH	N	982,650 Shares(1)			
MTIH	8.	SHARED DISPOSITIVE POWER			
9. AGGF	REGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
982,	982,650 Shares(1)				
10. CHEC	CK BOX IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN S	HARES*		
			I_I		
		ASS REPRESENTED BY AMOUNT IN ROW (9)			
3.99	% of Commo	n Stock(1)			
		TING PERSON*			
00 (	(Limited L	iability Company)			
	· 	*SEE INSTRUCTIONS BEFORE FILLING OUT!			

Wynnefield Capital Management, LLC holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P. and Wynnefield Partners Small Cap Value,

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CUSIP NO. 514766104

(1)

L.P. I.

	REPORTING PERSONS DENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	ld Capital, Inc. Identification No.)	
2. CHECK THE	E APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	• ,	_   X
3. SEC USE C	ONLY	
4. CITIZENSH	HIP OR PLACE OF ORGANIZATION	
Cayman Is		
	5. SOLE VOTING POWER	
	532,750 Shares(1)	
NUMBER OF SHARES BENEFICIALLY	6. SHARED VOTING POWER	
OWNED BY EACH	7. SOLE DISPOSITIVE POWER	
REPORTING PERSON	532,750 Shares(1)	
WITH	8. SHARED DISPOSITIVE POWER	
	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
532,750 S	Shares(1)	
10. CHECK BOX	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN S	SHARES*
		I_I
11. PERCENT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
2.1% of 0	Common Stock(1)	
12. TYPE OF R	REPORTING PERSON*	
CO		
	*SEE INSTRUCTIONS BEFORE FILLING OUT!	

Wynnefield Capital, Inc. holds an indirect beneficial interest in these shares which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd.

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CUSIP NO. 514766104

(1)

1. NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
	Channel P 22-321565		ership II, L.P.	
2.	CHECK THE	APPF	ROPRIATE BOX IF A MEMBER OF A GROUP*	
			(a)	I_I
			(b)	X  
3.	SEC USE 0	NLY		
4.	CITIZENSH	IP OF	R PLACE OF ORGANIZATION	
	New York			
		5.	SOLE VOTING POWER	
			3,000 Shares	
NU	MBER OF	6.	SHARED VOTING POWER	
_	HARES FICIALLY			
OW	NED BY	 7	SOLE DISPOSITIVE POWER	
RE	PORTING			
	ERSON WITH		3,000 Shares	
		8.	SHARED DISPOSITIVE POWER	
9.	AGGREGATE	AMOL	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,000 Sha	res		
10.	CHECK BOX	IF 1	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SH	
				I_I
 11.	PERCENT 0	 F CL <i>A</i>	ASS REPRESENTED BY AMOUNT IN ROW (9)	
	0% of Com			
 12.			TING PERSON*	
14.		LI VI(1	12110 I ENOUN	
	PN 			
			*SEE INSTRUCTIONS BEFORE FILLING OUT!	

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CUSIP NO. 514766104

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ITEM 1(a). Name of Issuer:
             Landec Corporation
ITEM 1(b).
            Address of Issuer's Principal Executive Offices:
             3603 Haven Ave., Menlo Park, CA 94025
ITEM 2(a).
            Names of Persons Filing:
             Wynnefield Partners Small Cap Value, L.P. ("Partners")
             Wynnefield Partners Small Cap Value, L.P. I ("Partners I")
             Wynnefield Small Cap Value Offshore Fund, Ltd. ("Fund")
             Wynnefield Capital Management, LLC ("WCM")
             Wynnefield Capital, Inc. ("WCI")
             Channel Partnership II, L.P. ("Channel")
            Address of Principal Business Office Or, If None, Residence: 450 Seventh Avenue, Suite 509, New York, New York 10123
ITEM 2(b).
ITEM 2(c). Citizenship:
             Partners and Partners I are Delaware Limited Partnerships
             Fund and WCI are Cayman Islands Companies
             WCM is a New York Limited Liability Company
             Channel is a New York Limited Partnership
ITEM 2(d). Title of Class of Securities:
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Common Stock, \$.001 Par Value Per Share

ITEM 2(e). CUSIP Number: 514766104

ITEM 3. If this Statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is:

None of the reporting persons is an entity specified in Rule 13d-1(b)(1)(ii).

## ITEM 4. Ownership:

- (a) Amount beneficially owned by all reporting persons: 1,518,400 Shares
- (b) Percent of class: 6.0% of Common Stock
- (c) Number of shares as to which the reporting persons have:
  - (i) sole power to vote or to direct the vote:1,518,400 Shares
  - (ii) shared power to vote or to direct the vote
  - (iii) sole power to dispose or to direct the disposition:
     1,518,400 Shares
  - (iv) shared power to dispose or to direct the disposition
- ITEM 5. Ownership of five percent or less of a class.

  Not applicable.

the Securities Exchange Act of 1934.

- ITEM 6. Ownership of more than five percent on behalf of another person.

  Not applicable.
- ITEM 7. Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company.
  Not applicable.
- ITEM 8. Identification and classification of members of the group.

  None of the reporting persons who have filed this schedule is a person, as defined in Rule 13d-1(b)(1)(ii), promulgated pursuant to
- ITEM 9. Notice of dissolution of group.

  Not applicable.

## ITEM 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection or as a participant in any transaction having that purpose or effect.

Dated: February 14, 2007

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. By: Wynnefield Capital Management, LLC, General Partner By: /s/ Nelson Obus Nelson Obus, Managing Member WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I By: Wynnefield Capital Management, LLC, General Partner By: /s/ Nelson Obus Nelson Obus, Managing Member WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD By: Wynnefield Capital Management, LLC, By: /s/ Nelson Obus -----Nelson Obus, President WYNNEFIELD CAPITAL MANAGEMENT, LLC By: /s/ Nelson Obus Nelson Obus, Managing Member WYNNEFIELD CAPITAL, INC By: /s/ Nelson Obus Nelson Obus, President CHANNEL PARTNERSHIP II, L.P. By: /s/ Nelson Obus -----Nelson Obus, General Partner /s/ Nelson Obus Nelson Obus, Individually