

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>TOMPKINS NICHOLAS</u>  (Last) (First) (Middle) <u>C/O LANDEC CORPORATION</u> <u>3603 HAVEN AVENUE</u>  (Street) <u>MENLO PARK CA 94025</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LANDEC CORP \CA\ [ LNDC ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>06/19/2015</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/19/2015		M		5,000	A	\$14.56	38,386	I	Held in Trust
Common Stock	06/19/2015		M		2,812 <sup>(1)</sup>	D	\$14.56	35,574	I	Held in Trust
Common Stock	06/19/2015		M		5,000	A	\$14.56	40,574	I	Held in Trust
Common Stock	06/19/2015		M		2,135 <sup>(2)</sup>	D	\$14.56	38,439	I	Held in Trust
Common Stock	06/19/2015		M		5,000	A	\$14.56	43,439	I	Held in Trust
Common Stock	06/19/2015		M		1,933 <sup>(3)</sup>	D	\$14.56	41,506	I	Held in Trust
Common Stock	06/19/2015		M		5,000	A	\$14.56	46,506	I	Held in Trust
Common Stock	06/19/2015		M		1,981 <sup>(4)</sup>	D	\$14.56	44,525	I	Held in Trust
Common Stock	06/19/2015		M		5,000	A	\$14.56	49,525	I	Held in Trust
Common Stock	06/19/2015		M		2,287 <sup>(5)</sup>	D	\$14.56	47,238	I	Held in Trust

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
NonQualified Stock Option (Right to Buy)	\$14.56	06/19/2015		X		5,000		07/22/2008	07/22/2015	Common Stock	5,000	\$8.19	0	D	
NonQualified Stock Option (Right to Buy)	\$14.56	06/19/2015		X		5,000		05/21/2009	05/21/2016	Common Stock	5,000	\$6.22	0	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
NonQualified Stock Option (Right to Buy)	\$14.56	06/19/2015		X		5,000		05/26/2010	05/26/2017	Common Stock	5,000	\$5.63	0	D	
NonQualified Stock Option (Right to Buy)	\$14.56	06/19/2015		X		5,000		05/23/2011	05/23/2018	Common Stock	5,000	\$5.77	0	D	
NonQualified Stock Option (Right to Buy)	\$14.56	06/19/2015		X		5,000		05/16/2012	05/16/2019	Common Stock	5,000	\$6.66	0	D	

**Explanation of Responses:**

1. Mr Tompkins surrendered to the Issuer the right to received an aggregate of 2,812 shares of Common Stock. Mr Tompkins did not sell any shares of Common Stock in connection with the foregoing exercise.
2. Mr Tompkins surrendered to the Issuer the right to received an aggregate of 2,135 shares of Common Stock. Mr Tompkins did not sell any shares of Common Stock in connection with the foregoing exercise.
3. Mr Tompkins surrendered to the Issuer the right to received an aggregate of 1,933 shares of Common Stock. Mr Tompkins did not sell any shares of Common Stock in connection with the foregoing exercise.
4. Mr Tompkins surrendered to the Issuer the right to received an aggregate of 1,981 shares of Common Stock. Mr Tompkins did not sell any shares of Common Stock in connection with the foregoing exercise.
5. Mr Tompkins surrendered to the Issuer the right to received an aggregate of 2,287 shares of Common Stock. Mr Tompkins did not sell any shares of Common Stock in connection with the foregoing exercise.

/s/ Shelley A. Hilt as Attorney-in-Fact      05/23/2015

\*\* 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.**