

OMB APPROVAL	
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**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>	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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/16/2009</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	04/16/2009		S		62,509	D	\$6.008	94,437	I	Held by Trust
Common Stock	04/17/2009		S		60,037	D	\$6.3769	34,400	I	Held by Trust
Common Stock	04/17/2009		M		118,554	A	\$3.18	152,954	I	Held by Trust
Common Stock	04/17/2009		M		79,306 <sup>(1)</sup>	D	\$6.56	73,648	I	Held by Trust
Common Stock	04/17/2009		M		125,000	A	\$3.4	198,648	I	Held by Trust
Common Stock	04/17/2009		M		86,312 <sup>(2)</sup>	D	\$6.56	112,336	I	Held by Trust
Common Stock								600	I	Held by Minor Children

**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				
Stock Option	\$3.18	04/17/2009		X		118,554		01/10/2002	12/10/2011	Common Stock	118,554	\$3.18	0	D	
Stock Option	\$3.4	04/17/2009		X		125,000		12/29/1999	11/29/2009	Common Stock	125,000	\$3.4	0	D	

**Explanation of Responses:**

- Mr. Tompkins exercised an option to purchase 118,554 shares of Common Stock by surrendering to the Issuer the right to receive an aggregate of 79,306 shares of Common Stock under such option. Mr. Tompkins did not sell any shares of Common Stock in connection with the foregoing exercise.
- Mr. Tompkins exercised an option to purchase 125,000 shares of Common Stock by surrendering to the Issuer the right to receive an aggregate of 86,312 shares of Common Stock under such option. Mr. Tompkins did not sell any shares of Common Stock in connection with the foregoing exercise.

/s/ Stacia Leigh Skinner by 04/20/2009  
power of attorney.

\*\* 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.