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OMB APPROVAL

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Landec Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

514766104

(CUSIP Number)

January 1, 2000

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Issuer: Landec Corporation

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-
1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
Chase Venture Capital Associates, LLC
(f/k/a Chase Venture Capital Associates, L.P.)
-
2. Check the Appropriate Box if a Member of a Group (See Instructions)
- (a)
- (b)
-
3. SEC Use Only
-
4. Citizenship or Place of Organization
Delaware
-
- | | |
|---|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With: | 5. Sole Voting Power
1,306,817 |
| | 6. Shared Voting Power
35,434 |
| | 7. Sole Dispositive Power
1,306,817 |
| | 8. Shared Dispositive Power
35,434 |
-
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,342,251
-
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)
-
11. Percent of Class Represented by Amount in Row (9)
10.0%
-
12. Type of Reporting Person (See Instructions)
LLC
-

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Preliminary Note: The information set forth in Item 2 herein has been adjusted to reflect a change in the name and controlling persons of the Reporting Person.

Item 1.

(a) Name of Issuer:

Landec Corporation

(b) Address of Issuer's Principal Executive Offices:

3603 Haven Avenue
Menlo Park, California 94025

Item 2.

(a) Name of Person Filing:

Chase Venture Capital Associates, LLC

Supplemental information relating to the ownership and control of the person filing this statement is included in Exhibit 2(a) attached hereto.

(b) Address of Principal Business Office or, if none, Residence:

380 Madison Avenue, 12th Floor
New York, New York 10017

(c) Citizenship:

See Row 4 on cover page.

(d) Title of Class of Securities (of Issuer):

Common Stock

(e) CUSIP Number:

See top of cover page

Item 3. If this statement is filed pursuant to ss. ss. 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership

(a) Amount Beneficially Owned:

1,342,251.

This amount includes the following shares issuable upon the exercise by Mitchell Blutt, M.D. and Damion E. Wicker, M.D., directors of the Issuer, of options granted to them by the Issuer: (i) 3,478 shares issuable pursuant to options which became exercisable at a rate of 1/48 monthly from December 14, 1993 so long as Dr. Blutt remains a director of the Issuer, (ii) 3,478 shares issuable

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pursuant to options which became exercisable at a rate of 1/4 at May 25, 1996 and 1/48 per month thereafter so long as Dr. Blutt remains a director of the Issuer, (iii) 5,000 shares issuable pursuant to options which became exercisable at a rate of 1/4 at January 26, 1997 and 1/48 per month thereafter as long as Dr. Blutt remains a director of the Issuer, (iv) 3,478 shares issuable pursuant to options granted to Dr. Wicker which are exercisable immediately, and (v) 20,000 shares issuable pursuant to options which are exercisable immediately so long as Dr. Wicker remains a director of the Issuer. Drs. Blutt and Wicker are obligated to exercise each of the foregoing options upon the request of the Reporting Person and are obligated to transfer to the Reporting Person all shares issued upon the exercise of any of the foregoing options.

(b) Percent of Class:

10.0% (as of December 31, 2000)

(c) Number of shares as to which such person has:

(i)	1,306,817
(ii)	35,434
(iii)	1,306,817
(iv)	35,434

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

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

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2000

CHASE VENTURE CAPITAL ASSOCIATES, LLC
By: CHASE CAPITAL PARTNERS, its Manager

By: /s/ Jeffrey C. Walker

Name: Jeffrey C. Walker
Title: Managing General Partner

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EXHIBIT 2(a)

Item 2. Identity and Background.

This statement is being filed by Chase Venture Capital Associates, LLC, a Delaware limited liability company, formerly Chase Venture Capital Associates, L.P., a California limited partnership (hereinafter referred to as "CVCA"), whose principal office is located at c/o Chase Capital Partners, 380 Madison Avenue, 12th Floor, New York, New York 10017.

CVCA is engaged in the venture capital and leveraged buyout business. The economic member of CVCA is CCP-CMC Consolidating, LLC, a Delaware limited liability company (hereinafter referred to as "CCP-CMC") and the managing member of CVCA is CCP-SBIC Manager, LLC ("CCP-SBIC"). The managing member of CCP-CMC is Chase Capital Partners, a New York general partnership (hereinafter referred to as "CCP"). Pursuant to a master advisory agreement, CCP-SBIC has delegated its management authority of CVCA to CCP. CCP is also engaged in the venture capital and leveraged buyout business. CCP-CMC's and CCP's principal office is located at the same address as CVCA.

Set forth below are the names of each general partner of CCP who is a natural person. Each such general partner is a U.S. citizen (except for Messrs. Britts and Meggs, each of whom are citizens of the United Kingdom and Ms. Aidar who is a citizen of Brazil), whose principal occupation is general partner of CCP and whose business address (except for Messrs. Britts, Meggs, Soghikian and Stuart) is c/o Chase Capital Partners, 380 Madison Avenue, 12th Floor, New York, New York 10017.

Ana Carolina Aidar
John R. Baron
Christopher C. Behrens
Mitchell J. Blutt, M.D.
David S. Britts
Arnold L. Chavkin
David Gilbert
Eric Green
Michael R. Hannon
Donald J. Hofmann
Jonathan Meggs
Stephen P. Murray
John M.B. O'Connor
Robert Ruggiero
Susan Segal
Shahan D. Soghikian
Lindsay Stuart
Jeffrey C. Walker
Timothy Walsh
Rick Waters
Damion E. Wicker, M.D.

Messrs. Britts' and Soghikian's address is c/o Chase Capital Partners, 50 California Street, Suite 2940, San Francisco, CA 94111. Messrs. Meggs' and Stuart's address is c/o Chase Capital Partners, 125 London Wall, Level 13, London, England EC2Y5AJ.

Jeffrey C. Walker is the managing general partner of CCP. The remaining general partners of CCP are Chase Capital Corporation, a New York corporation (hereinafter referred to as "Chase Capital"), CCP Principals, L.P., a Delaware limited partnership (hereinafter referred to as "Principals") and CCP European Principals, L.P., a Delaware limited partnership (hereinafter referred to as "European Principals"), each of whose principal office is located at 380 Madison Avenue, 12th Floor, New York, New York 10017. Chase Capital is a wholly-owned subsidiary of The Chase Manhattan Corporation. The general partner of each of Principals and European Principals is Chase Capital. Chase Capital, Principals and European Principals are each engaged in the venture capital and leveraged buyout business. Set forth in Schedule A hereto and incorporated herein by reference are the names, business addresses and principal occupations or employments of each executive officer and director of Chase Capital, each of whom is a U.S. citizen.

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The Chase Manhattan Corporation (hereinafter referred to as "Chase") is a Delaware corporation engaged (primarily through subsidiaries) in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule B hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of Chase, each of whom is a U.S. citizen.

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SCHEDULE A

CHASE CAPITAL CORPORATION

Executive Officers

Chief Executive Officer	William B. Harrison, Jr. *
President	Jeffrey C. Walker**
Executive Vice President	Mitchell J. Blutt, M.D. **
Vice President & Secretary	Gregory Meredith*
Vice President and Treasurer	Elisa R. Stein**
Vice President	Marcia Bateson**
Assistant Secretary	Robert C. Carroll*
Assistant Secretary	Anthony J. Horan*
Assistant Secretary	Denise G. Connors*

Directors

William B. Harrison, Jr.*
Jeffrey C. Walker**

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* Principal occupation is employee and/or officer of Chase. Business address is c/o The Chase Manhattan Corporation, 270 Park Avenue, New York, New York 10017.

** Principal occupation is employee of Chase and/or general partner of Chase Capital Partners. Business address is c/o Chase Capital Partners, 380 Madison Avenue, 12th Floor, New York, NY 10017.

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SCHEDULE B

THE CHASE MANHATTAN CORPORATION

Executive Officers

Walter V. Shipley, Chairman of the Board*
William B. Harrison Jr., President and Chief Executive Officer*
Donald L. Boudreau, Vice Chairman*
John J. Farrell, Director of Human Resources*
Neal S. Garonzik, Vice Chairman*
Frederick W. Hill, Director of Corporate Marketing and
Communications*
Donald H. Layton, Vice Chairman*
James B. Lee Jr., Vice Chairman*
William H. McDavid, General Counsel*
Denis J. O'Leary, Executive Vice President*
Marc J. Shapiro, Vice Chairman*
Joseph G. Sponholz, Vice Chairman*
Jeffrey C. Walker, Senior Managing Director**

Directors***

Name	Principal Occupation or Employment; Business or Residence Address
Hans W. Becherer	Chairman of the Board Chief Executive Officer Deere & Company One John Deere Place Moline, IL 61265
Frank A. Bennack, Jr.	President and Chief Executive Officer The Hearst Corporation 959 Eighth Avenue New York, New York 10019
Susan V. Berresford	President The Ford Foundation 320 E. 43rd Street New York, New York 10017

- * Principal occupation is executive officer and/or employee of The Chase Manhattan Bank. Business address is c/o The Chase Manhattan Bank, 270 Park Avenue, New York, New York 10017. Each executive officer of Chase is a U.S. citizen.
- ** Principal occupation is employee of Chase and/or general partner of Chase Capital Partners. Business address is c/o Chase Capital Partners, 380 Madison Avenue - 12th Floor, New York, New York 10017.
- *** Each of the persons named below is a citizen of the United States of America.

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Name	Principal Occupation or Employment; Business or Residence Address
M. Anthony Burns	Chairman of the Board and Chief Executive Officer Ryder System, Inc. 3600 N.W. 82nd Avenue Miami, Florida 33166
H. Laurence Fuller	Co-Chairman BP Amoco p.l.c. 1111 Warrenville Road, Suite 25 Chicago, Illinois 60563
Melvin R. Goodes	Retired Chairman of the Board and CEO Warner-Lambert Company 201 Tabor Road Morris Plains, NJ 07950
William H. Gray, III	President and Chief Executive Officer The College Fund/UNCF 9860 Willow Oaks Corporate Drive P.O. Box 10444 Fairfax, Virginia 22031
William B. Harrison, Jr.	President and Chief Executive Officer The Chase Manhattan Corporation 270 Park Avenue, 8th Floor New York, New York 10017-2070
Harold S. Hook	Retired Chairman and Chief Executive Officer American General Corporation 2929 Allen Parkway Houston, Texas 77019
Helene L. Kaplan	Of Counsel Skadden, Arps, Slate, Meagher & Flom LLP 919 Third Avenue - Room 29-72 New York, New York 10022
Henry B. Schacht	Director and Senior Advisor E.M. Warburg, Pincus & Co., LLC 466 Lexington Avenue, 10th Floor New York, New York 10017
Walter V. Shipley	Chairman of the Board The Chase Manhattan Corporation 270 Park Avenue New York, New York 10017
Andrew C. Sigler	Retired Chairman of the Board and Chief Executive Officer Champion International Corporation One Champion Plaza Stamford, Connecticut 06921
John R. Stafford	Chairman, President and Chief Executive Officer American Home Products Corporation 5 Giralda Farms Madison, New Jersey 07940

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Name

Principal Occupation or Employment;
Business or Residence Address

Marina v.N. Whitman

Professor of Business Administration
and Public Policy
The University of Michigan
School of Public Policy
411 Lorch Hall, 611 Tappan Street
Ann Arbor, MI 48109-1220

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