Edgar Filing: FRANK FRED - Form 4

| FRANK FRE Form 4 | ED | | | | | | | | | | | |
|--|--------------------------------------|---|--|---|--|------------------|-----------|--|--|--|--|--|
| March 05, 20 | 012 | | | | | | | | | | | |
| FORM | 14 | | | | | | | | | PPROVAL | | |
| Washington, D.C | | | | | | | | | | 3235-0287 | | |
| Check thi if no long subject to Section 10 Form 4 or Form 5 | er STATE I 6. | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | | | Expires: January 31 2005 Estimated average burden hours per response 0.5 | | |
| Form 5 obligations may continue. See Instruction 1(b). 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 | | | | | | | | n | | | | |
| (Print or Type R | Responses) | | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> FRANK FRED | | | 2. Issuer Name and Ticker or Trading Symbol LANDEC CORP \CA\ [LNDC] | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | | | (Check all applicable) | | | | |
| C/O LANDE | | | (Month/D 03/02/20 | ay/Year) | | | | X Director Officer (give below) | | b Owner er (specify | | |
| | | | | | endment, Date Original onth/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| MENLO PA | RK, CA 94025 | | | | | | | Person | Aore than One Re | eporting | | |
| (City) | (State) | (Zip) | Table | e I - Non-D | erivative S | ecurit | ies Acq | uired, Disposed of | f, or Beneficial | lly Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Da (Month/Day/Year | Execution any | med on Date, if Day/Year) | 3.4. Securities AcquiredTransaction(A) or Disposed ofCode(D)(Instr. 8)(Instr. 3, 4 and 5) | | | of | Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | | |
| | | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | | | |
| Common Stock | 03/02/2012 | | | М | 10,000 | А | \$ 3.7 | 282,224 | Ι | Held by Trust | | |
| Common Stock | 03/02/2012 | | | М | 6,065 (1) | D | \$ 6.1 | 276,159 | Ι | Held by Trust | | |
| | | | | | | | | | | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transactic Code (Instr. 8) | 5. Number of orDerivative 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 Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|--|--|--|--------------------|---|-------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non Qualified Stock Option | \$ 3.7 | 03/02/2012 | | Х | 10,000 | 03/28/2002 | 03/28/2012 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | | Relationships | | | | | | |
|---|-------|---------------|--|---------|-------|--|--|--|
| | | | | Officer | Other | | | |
| FRANK FRED C/O LANDEC CORPORA 3603 HAVEN AVENUE MENLO PARK, CA 94025 | ΓΙΟΝ | х | | | | | | |
| Signatures | | | | | | | | |
| /s/ Shelley A. Hilt | 03/05 | 5/2012 | | | | | | |
| **Signature of | Da | ite | | | | | | |

Explanation of Responses:

* 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).

(1) Mr. Frank surrendered to the Issuer the right to receive an aggregate of 6,065 shares of Common Stock. Mr. Frank did not sell any shares of Common Stock in connection with the foregoing exercise.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Person