

LANDEC CORP \CA\  
Form 4  
October 24, 2007

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FRANK FRED**

(Last) (First) (Middle)

**C/O LANDEC CORPORATION, 3603 HAVEN AVENUE**

(Street)

**MENLO PARK, CA 94025**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**LANDEC CORP \CA\ [LNDC]**

3. Date of Earliest Transaction (Month/Day/Year)  
**10/23/2007**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	10/23/2007		S	3,260	D	\$ 14.5	373,064	I	Held by Trust
Common Stock	10/23/2007		S	200	D	\$ 14.505	372,864	I	Held by Trust
Common Stock	10/23/2007		S	2,600	D	\$ 14.51	370,264	I	Held by Trust
Common Stock	10/23/2007		S	565	D	\$ 14.52	369,699	I	Held by Trust
Common Stock	10/23/2007		S	300	D	\$ 14.54	369,399	I	Held by Trust

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Common Stock	10/23/2007	S	500	D	\$ 14.56	368,899	I	Held by Trust
Common Stock	10/23/2007	S	300	D	\$ 14.57	368,599	I	Held by Trust
Common Stock	10/23/2007	S	100	D	\$ 14.575	368,499	I	Held by Trust
Common Stock	10/23/2007	S	300	D	\$ 14.58	368,199	I	Held by Trust
Common Stock	10/23/2007	S	200	D	\$ 14.59	367,999	I	Held by Trust
Common Stock	10/23/2007	S	200	D	\$ 14.61	367,799	I	Held by Trust
Common Stock	10/23/2007	S	700	D	\$ 14.64	367,099	I	Held by Trust
Common Stock	10/23/2007	S	600	D	\$ 14.65	366,499	I	Held by Trust
Common Stock	10/23/2007	S	1,500	D	\$ 14.66	364,999	I	Held by Trust
Common Stock	10/23/2007	S	775	D	\$ 14.67	364,224	I	Held by Trust
Common Stock	10/23/2007	S	400	D	\$ 14.68	363,824	I	Held by Trust
Common Stock	10/23/2007	S	900	D	\$ 14.7	362,924	I	Held by Trust
Common Stock	10/23/2007	S	100	D	\$ 14.71	362,824	I	Held by Trust
Common Stock	10/23/2007	S	100	D	\$ 14.725	362,724	I	Held by Trust
Common Stock	10/23/2007	S	9,600	D	\$ 14.78	353,124	I	Held by Trust
Common Stock	10/23/2007	S	5,829	D	\$ 14.79	347,295	I	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)

