#### HALPRIN STEPHEN E

Form 4 April 12, 2013

### FORM 4

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

**OMB** 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, Expires: 2005

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations

**SECURITIES** 

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* HALPRIN STEPHEN E

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

LANDEC CORP \CA\ [LNDC]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

04/10/2013

\_X\_\_ Director 10% Owner Officer (give title Other (specify

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

(Street)

4. If Amendment, Date Original Filed(Month/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

below)

#### MENLO PARK, CA 94025

(City)	(State)	(Zip) Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or		of (D)	Securities F Beneficially ( Owned I	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	04/10/2013		Code V M	Amount 10,000	(D)	Price \$ 4.67	77,519	I	Held in Trust
Common Stock	04/10/2013		M	5,000	A	\$ 8.86	82,519	I	Held in Trust
Common Stock	04/10/2013		M	6,499 (1)	D	\$ 14	76,020	I	Held in Trust

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not required to respond unless the form

(9-02)

### Edgar Filing: HALPRIN STEPHEN E - Form 4

# displays a currently valid OMB control number.

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. Transactio 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 Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sl
NonQualified Stock Option (Right to Buy)	\$ 4.67	04/10/2013		X	10,000	10/16/2003	10/16/2013	Common Stock	10,
NonQualified Stock Option (Right to Buy)	\$ 8.86	04/10/2013		X	5,000	06/15/2006	06/15/2013	Common Stock	5,0

# **Reporting Owners**

eporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Othe		
JAI DDIN CTEDHEN E						

HALPRIN STEPHEN E C/O LANDEC CORPORATION 3603 HAVEN AVENUE MENLO PARK, CA 94025



## **Signatures**

/s/ Shelley A. Hilt as Attorney-in-Fact 04/12/2013

\*\*Signature of Reporting Person Date

## **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).

Deletionships

(1) Mr Halprin surrendered to the Issuer the right to receive an aggregate of 6,499 shares of Common Stock. Mr Halprin 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 Owners 2