FRANK FRED Form 4 October 15, 2007

FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or Form 5

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

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

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * FRANK FRED

(Middle)

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

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

LANDEC CORP \CA\ [LNDC]

3. Date of Earliest Transaction (Month/Day/Year) 10/15/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

_X__ Director 10% Owner Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

MENLO PARK, CA 94025

(City)	(State)	(Zip) 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)	Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			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)	
Common Stock	10/15/2007		Code V S	Amount 369	(D)	Price \$ 15.08	477,598	I	Held by Trust	
Common Stock	10/15/2007		S	600	D	\$ 15.09	476,998	I	Held by Trust	
Common Stock	10/15/2007		S	1,700	D	\$ 15.1	475,298	I	Held by Trust	
Common Stock	10/15/2007		S	3,900	D	\$ 15.15	471,398	I	Held by Trust	
Common Stock	10/15/2007		S	1,266	D	\$ 15.16	470,132	I	Held by Trust	

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Common Stock	10/15/2007	S	500	D	\$ 15.17	469,632	I	Held by Trust
Common Stock	10/15/2007	S	692	D	\$ 15.18	468,940	I	Held by Trust
Common Stock	10/15/2007	S	600	D	\$ 15.19	468,340	I	Held by Trust
Common Stock	10/15/2007	S	800	D	\$ 15.2	467,540	I	Held by Trust
Common Stock	10/15/2007	S	1,700	D	\$ 15.21	465,840	I	Held by Trust
Common Stock	10/15/2007	S	200	D	\$ 15.22	465,640	I	Held by Trust
Common Stock	10/15/2007	S	700	D	\$ 15.23	464,940	I	Held by Trust
Common Stock	10/15/2007	S	500	D	\$ 15.24	464,440	I	Held by Trust
Common Stock	10/15/2007	S	1,364	D	\$ 15.25	463,076	I	Held by Trust
Common Stock	10/15/2007	S	562	D	\$ 15.26	462,514	I	Held by Trust
Common Stock	10/15/2007	S	500	D	\$ 15.27	462,014	I	Held by Trust
Common Stock	10/15/2007	S	400	D	\$ 15.3	461,614	I	Held by Trust

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

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative		•		Securities	8	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
	·				(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				Ì
					4, and 5)				
				Code V	(A) (D)		Title		

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Date Expiration Exercisable Date

Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FRANK FRED C/O LANDEC CORPORATION 3603 HAVEN AVENUE MENLO PARK, CA 94025



Signatures

/s/ Stacia Leigh Skinner by power of attorney

10/15/2007

**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).

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.

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