

ALLINGHAM DENNIS J
Form 4
April 15, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
ALLINGHAM DENNIS J

(Last) (First) (Middle)

C/O 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)
04/09/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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) | (A) or (D) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---|--|---|
| | | | Code | V | Amount | Price | | |
| Common Stock | 04/09/2013 | | M | | 25,000 | \$ 5.63 | 25,000 | D |
| Common Stock | 04/10/2013 | | M | | 16,147 | \$ 5.63 | 41,147 | D |
| Common Stock | 04/10/2013 | | M | | 15,103 | \$ 5.63 | 56,250 | D |
| Common Stock | 04/09/2013 | | S | | 25,000 | \$ 13.62 (3) | 31,250 | D |
| Common Stock | 04/10/2013 | | S | | 16,147 | \$ 13.85 (3) | 15,103 | D |

Edgar Filing: ALLINGHAM DENNIS J - Form 4

Common Stock 04/10/2013 S 15,103 D \$ 13.847 0 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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. Transaction Code (Instr. 8) | 5. Number of Derivative 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Right to buy Incentive stock options | \$ 5.63 | 04/09/2013 | | M | 25,000 | 05/26/2011 05/26/2017 | Common Stock | 25,000 |
| Right to buy Incentive stock options | \$ 5.63 | 04/10/2013 | | M | 16,147 | 05/26/2011 05/26/2017 | Common Stock | 16,147 |
| Right to buy Nonqualified stock option <u>(2)</u> | \$ 5.63 | 04/10/2013 | | M | 15,103 | 05/26/2011 05/26/2017 | Common Stock | 15,103 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|---|
| ALLINGHAM DENNIS J C/O 3603 HAVEN AVENUE MENLO PARK, CA 94025 | Director 10% Owner Officer Executive Vice President Other |

Signatures

/s/ Shelley A. Hilt as Attorney-in-Fact 04/15/2013

**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).

(1) Includes option that have not yet vested but will become fully vested on May 26, 2013.

(2) On May 27, 2010 the filed Form 3 incorrectly reported the acquisition of 60,000 incentive stock options, which should have been reported as 44,897 incentive stock options and 15,103 non-qualified stock options.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.50 to \$13.90, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

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.