

**LANDEC CORP \CA\**  
Reported by  
**GOLDBY STEVEN D**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 06/05/17 for the Period Ending 06/01/17

Address 3603 HAVEN AVE  
MENLO PARK, CA 94025  
Telephone 6503061650  
CIK 0001005286  
Symbol LNDC  
SIC Code 2821 - Plastics Materials, Synthetic Resins, and Nonvulcanizable Elastomers  
Industry Fishing & Farming  
Sector Consumer Non-Cyclicals  
Fiscal Year 05/29

# FORM 4

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

OMB APPROVAL  
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[ ] 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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>GOLDBY STEVEN D</b> (Last) (First) (Middle)  <b>C/O LANDEC CORPORATION, 3603 HAVEN AVENUE</b> (Street)  <b>MENLO PARK, CA 94025</b> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>LANDEC CORP \CA\ [ LNDC ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>6/1/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
<b>Right to Buy Restricted Stock Unit (RSU)</b>	<b>(1)</b>	6/1/2017		<b>M</b>		<b>4286</b>		6/1/2018	<b>(2)</b>	<b>Common Stock</b>	<b>4286</b>	<b>(1)</b>	<b>4286</b>	<b>D</b>

**Explanation of Responses:**

- (1) The restricted stock units convert into common stock of Landec Corporation on a 1 for 1 basis.
- (2) Restricted Stock Units will vest on the 1st anniversary of the grant date and will be automatically settled in shares of common stock.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>GOLDBY STEVEN D C/O LANDEC CORPORATION 3603 HAVEN AVENUE MENLO PARK, CA 94025</b>	<b>X</b>			

**Signatures**

/s/ **Rebecca J Hilt**

**6/5/2017**

\*\*Signature of Reporting Person

Date

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

\* 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.

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