

Hemmeter Molly
 Form 4
 July 27, 2018

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, 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 *
 Hemmeter Molly

(Last) (First) (Middle)

C/O LANDEC CORPORATION, 5201 GREAT AMERICA PARKWAY, SUITE 232

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/25/2018

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)
 Chief Executive Officer

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Right to Buy Restricted Stock Unit (RSU)	<u>(1)</u>	07/25/2018	M		14,167		<u>(2)</u>	07/25/2021	Common Stock	14,167
Right to Buy Restricted Stock Unit (RSU)	<u>(1)</u>	07/25/2018	M		22,794		<u>(3)</u>	07/25/2021	Common Stock	22,794
Nonqualified Stock Option (Right to Buy)	\$ 14.35	07/25/2018	M		35,532		07/25/2021	07/25/2025	Common Stock	35,532
Incentive Stock Option (Right to Buy)	\$ 14.35	07/25/2018	M		6,968		07/25/2021	07/25/2025	Common Stock	6,968

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hemmeter Molly
C/O LANDEC CORPORATION
5201 GREAT AMERICA PARKWAY, SUITE 232
SANTA CLARA, CA 95054

Chief Executive Officer

Signatures

/s/ Eric Kong 07/27/2018

**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) 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 3rd anniversary of the grant date and will be automatically settled in shares of common stock subject to vesting at a rate of 1 share per unit.

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- (3) Restricted Stock Units will be automatically settled in shares of common stock subject to achievement of the performance goals set forth in the Company's LTIP for 2021.

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.