

Edgar Filing: LANDEC CORP \CA\ - Form SC 13G/A

LANDEC CORP \CA\
Form SC 13G/A
January 29, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No. 4)1

Landec Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

0005147661

(CUSIP Number)

December 31, 2001

Date of Event Which Requires Filing of this Statement

Check the appropriate box to designate the rule pursuant to which this Schedule
is Filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

1The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which would
alter disclosures provided in a prior cover page. The information required on
the remainder of this cover page shall not be deemed to be "filed" for the
purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise
subject to the liabilities of that section of the Act but shall be subject to
all other provisions of the Act.

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1) Name of Reporting Person Domain Partners
I.R.S. Identification II, L.P.
No. of Above Person
(Entities Only)

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2) Check the Appropriate Box if a Member of a Group (a) [X] (b) []

3) SEC Use Only

4) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person With 5) Sole Voting Power -0-

6) Shared Voting Power -0-

7) Sole Dispositive Power -0-

8) Shared Dispositive Power -0-

9) Aggregate Amount Beneficially Owned by Each Reporting person -0-

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11) Percent of Class Represented by Amount in Row (9) 0%

12) Type of Reporting Person PN

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1) Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only) Domain Associates, L.L.C.

2) Check the Appropriate Box if a Member of a Group (a) [X] (b) []

3) SEC Use Only

4) Citizenship or Place of Organization Delaware

Number of Shares Beneficially 5) Sole Voting Power -0-

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Owned by Each
Reporting Person
With

	6) Shared Voting Power	-0-
	7) Sole Disposi- tive Power	-0-
	8) Shared Dis- positive Power	-0-
9) Aggregate Amount Beneficially Owned by Each Reporting person		-0-
10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares		
11) Percent of Class Represented by Amount in Row (9)		0%
12) Type of Reporting Person		00

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Amendment No. 4 to Schedule 13G (Final Amendment)

Reference is hereby made to the statement on Schedule 13G originally filed with the Securities and Exchange Commission on February 12, 1997, Amendment No. 1 thereto filed on February 6, 1998, Amendment No. 2 thereto filed on February 9, 1999, and Amendment No. 3 thereto filed on February 3, 2000 (as so amended, the "Schedule 13G"). Terms used in the Schedule 13G are used herein as so defined.

The following Items of the Schedule 13G are hereby amended and restated as follows:

Item 4 - Ownership.

(a) Amount Beneficially Owned:

Domain II: -0-
DA: -0-

(b) Percent of Class:

Domain II: 0%
DA: 0%

(c) Number of shares as to which such person has:

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(i) sole power to vote or to direct the vote:

Domain II: -0-

DA: -0-

(ii) shared power to vote or to direct the vote: -0-

(iii) sole power to dispose or to direct the disposition of:

Domain II: -0-

DA: -0-

(iv) shared power to dispose or to direct the disposition of: -0-

Item 5 - Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the Common Stock, check the following [X].

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Signature:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DOMAIN PARTNERS II, L.P.

By: One Palmer Square Associates
II L.P., General Partner

By /s/ Kathleen K. Schoemaker

Attorney-in-Fact

DOMAIN ASSOCIATES, L.L.C.

By /s/ Kathleen K. Schoemaker

Managing Member

Date: January 24, 2002