

SKINNER GREGORY S

Form 4

July 27, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
SKINNER GREGORY S2. Issuer Name and Ticker or Trading
Symbol
LANDEC CORP \CA\ [LNDC]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O LANDEC
CORPORATION, 5201 GREAT
AMERICA PARKWAY, SUITE 2323. Date of Earliest Transaction
(Month/Day/Year)
07/25/2018☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)
VP Finance and Admin & CFO(Street)
SANTA CLARA, CA 950544. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(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)	3. Transaction 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 (D) Price			

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

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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	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		6,183		<u>(2)</u>	07/25/2021	Common Stock	6,183
Right to Buy Restricted Stock Unit (RSU)	<u>(1)</u>	07/25/2018	M		9,930		<u>(3)</u>	07/25/2021	Common Stock	9,930
Nonqualified Stock Option (Right to Buy)	\$ 14.35	07/25/2018	M		12,321		07/25/2021	07/25/2025	Common Stock	12,321
Incentive Stock Option (Right to Buy)	\$ 14.35	07/25/2018	M		6,229		07/25/2021	07/25/2025	Common Stock	6,229

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SKINNER GREGORY S C/O LANDEC CORPORATION 5201 GREAT AMERICA PARKWAY, SUITE 232 SANTA CLARA, CA 95054	VP Finance and Admin & CFO

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.

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