

OBUS NELSON
Form 3
June 14, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â WYNNEFIELD PARTNERS			(Month/Day/Year)	LANDEC CORP \CA\ [LNDC]	
SMALL CAP VALUE LP I			06/04/2012		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer		
450 SEVENTH AVENUE, Â SUITE 509			(Check all applicable)		
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
NEW YORK, Â NY Â 10123			<input type="checkbox"/> Officer	<input type="checkbox"/> Other	<input type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)	(give title below) (specify below)		<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.001 per share	0	D ⁽¹⁾	Â
Common Stock, par value \$0.001 per share	0	I	1,466,400 See Footnotes ⁽²⁾ ⁽³⁾ ⁽⁴⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WYNNEFIELD PARTNERS SMALL CAP VALUE LP I 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123	^	^ X	^	^
WYNNEFIELD PARTNERS SMALL CAP VALUE LP 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123	^	^ X	^	^
WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND LTD 450 SEVENTH AVE STE 509 NEW YORK, NY 10123	^	^ X	^	^
WYNNEFIELD CAPITAL MANAGEMENT LLC 450 SEVENTH AVE STE 509 NEW YORK, NY 10123	^	^ X	^	^
WYNNEFIELD CAPITAL INC ^	^	^ X	^	^
Wynnefield Capital, Inc. Profit Sharing Plan 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123	^	^ X	^	^
OBUS NELSON ^	^	^ X	^	^
LANDES JOSHUA ^	^	^ X	^	^

Signatures

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I By: Wynnefield Capital Management, LLC General Partner By: /s/ Nelson Obus Nelson Obus, Managing Member

06/14/2012

**Signature of Reporting Person

Date

06/14/2012

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WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. By: Wynnefield Capital Management, LLC General Partner By: /s/ Nelson Obus Nelson Obus, Managing Member	
**Signature of Reporting Person	Date
WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD. By: Wynnefield Capital, Inc. By: /s/ Nelson Obus Nelson Obus, President	06/14/2012
**Signature of Reporting Person	Date
WYNNEFIELD CAPITAL MANAGEMENT, LLC By: /s/ Nelson Obus Nelson Obus, Managing Member	06/14/2012
**Signature of Reporting Person	Date
WYNNEFIELD CAPITAL, INC. By: /s/ Nelson Obus Nelson Obus, President	06/14/2012
**Signature of Reporting Person	Date
WYNNEFIELD CAPITAL, INC. PROFIT SHARING AND MONEY PURCHASE PLANS, INC. By: /s/ Nelson Obus Nelson Obus, Portfolio Manager	06/14/2012
**Signature of Reporting Person	Date
/s/ Nelson Obus Nelson Obus, individually	06/14/2012
**Signature of Reporting Person	Date
/s/ Joshua Landes Joshua Landes , individually	06/14/2012
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 Reporting Person directly beneficially owns 1,101,871 shares of common stock, \$.001 par value per share ("Common Stock") of Landec Corporation (the "Issuer"). Wynnefield Capital Management, LLC, as the sole general partner of the Reporting Person, has an indirect beneficial ownership interest in the shares of Common Stock that the Reporting Person directly beneficially owns. Nelson Obus and Joshua Landes, as co-managing members of Wynnefield Capital Management, LLC, have an indirect beneficial ownership interest in the shares of Common Stock that the Reporting Person directly beneficially owns.
 - (2) The Reporting Person has an indirect beneficial ownership interest in 759,902 shares of Common Stock, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P., as members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Wynnefield Partners Small Cap Value, L.P. , which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Wynnefield Capital Management, LLC, as the sole general partner of Wynnefield Partners Small Cap Value, L.P. , has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Partners Small Cap Value L.P. directly beneficially owns. Nelson Obus and Joshua Landes, as co-managing members of Wynnefield Capital Management, LLC, have an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Partners Small Cap Value, L.P. directly beneficially owns.
 - (3) The Reporting Person has an indirect beneficial ownership interest in 589,238 shares of Common Stock, which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd., as members of a group under Section 13(d) of the Exchange Act. Wynnefield Small Cap Value Offshore Fund, Ltd., which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Wynnefield Capital, Inc. as the sole investment manager of Wynnefield Small Cap Value Offshore Fund, Ltd., has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Small Cap Value Offshore Fund, Ltd. directly beneficially owns. Nelson Obus and Joshua Landes, as principal executive officers of Wynnefield Capital, Inc., have an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Small Cap Value Offshore Fund, Ltd. directly beneficially owns.
 - (4) The Reporting Person has an indirect beneficial ownership interest in 117,260 shares of Common Stock, which are directly beneficially owned by Wynnefield Capital, Inc. Profit Sharing Plan, as members of a group under Section 13(d) of the Exchange Act. Wynnefield Capital, Inc. Profit Sharing Plan, which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Nelson Obus, as the portfolio manager of Wynnefield Capital, Inc. Profit Sharing Plan, has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Capital, Inc. Profit Sharing Plan directly beneficially owns.

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Remarks:

Each of the Reporting Owners identified in this statement disclaims beneficial ownership of the security.

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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