

LANDEC CORP \CA\
Form 10-K/A
August 25, 2005

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**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-K/A
Amendment No. 1**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934
For the Fiscal Year Ended May 29, 2005**

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934
For the Transition period from to .**

**Commission file number: 0-27446
LANDEC CORPORATION**

(Exact name of registrant as specified in its charter)

California
*(State or other jurisdiction of
incorporation or organization)*

94-3025618
*(IRS Employer
Identification Number)*

**3603 Haven Avenue
Menlo Park, California 94025**
(Address of principal executive offices)

**Registrant's telephone number, including area code:
(650) 306-1650**

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class

Name of Each Exchange on Which Registered

None

None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock

(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of voting stock held by non-affiliates of the Registrant was approximately \$107,356,000 as of November 28, 2004, the last business day of the registrant's most recently completed second fiscal quarter, based upon the closing sales price on the NASDAQ National Market reported for such date. Shares of

Common Stock held by each officer and director and by each person who owns 10% or more of the outstanding Common Stock have been excluded from such calculation in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of July 14, 2005, there were 24,116,228 shares of Common Stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement relating to its October 2005 Annual Meeting of Shareholders, which statement will be filed not later than 120 days after the end of the fiscal year covered by this report, are incorporated by reference in Part III hereof.

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EXPLANATORY NOTE

Landec Corporation (Landec or the Company) is filing this Amendment No. 1 on Form 10-K/A (this Amendment) to amend the Company s Annual Report on Form 10-K for the fiscal year ended May 29, 2005, as filed with the Securities and Exchange Commission on August 2, 2005 to include certain language in paragraph 4 of the conformed copy of each of the Chief Executive Officer Certification and the Chief Financial Officer Certification required under Section 302 of the Sarbanes-Oxley Act of 2002 which was inadvertently omitted from the original filing. Except for such exhibits, no other changes to the Annual Report on Form 10-K are being made by means of this filing.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

LANDEC CORPORATION

Date: August 25, 2005

By: /s/ Gregory S. Skinner
Gregory S. Skinner
Vice President of Finance and
Administration
and Chief Financial Officer

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EXHIBIT INDEX

Exhibit

No.

Exhibit Title

31.1 CEO Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002.

31.2 CFO Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002.