

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



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.