

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

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1. Name and Address of Reporting Person*

Chase Venture Capital Associates, LLC ("CVCA, LLC") (FN 1)

(Last) (First) (Middle)

c/o Chase Capital Partners
380 Madison Avenue, 12th Floor

(Street)

New York New York 10017

(City) (State) (Zip)

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2. Issuer Name and Ticker or Trading Symbol

Landec Corporation ("LNDC")

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3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

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4. Statement for Month/Year

January 2000

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5. If Amendment, Date of Original (Month/Year)

February 1997

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6. Relationship of Reporting Person to Issuer
(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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7. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by one Reporting Person
 Form filed by more than one Reporting Person

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* If the Form is filed by more than one Reporting Person, see Instruction
4(b)(v).

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

1. Title of Derivative Security (Instr. 3)	2. Conversion of Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or indirect (I) (Instr. 4)	11. Nature of Beneficial Ownership (Instr. 4)
Options (right to buy)	\$.575	12/14/93	A	A	* 12/15/98	Common Stock 3,478	-0-	3,478	I	(FN 2)
Options (right to buy)	\$.8625	5/25/95	A	A	** 5/25/05	Common Stock 3,478	-0-	3,478	I	(FN 2)
Options (right to buy)	\$9.34	12/14/93	A	A	1/26/96 1/26/06	Common Stock 5,000	-0-	5,000	I	(FN 2)
Options (right to buy)	\$.86	5/27/95	A	A	5/27/95 5/27/05	Common Stock 3,478	-0-	3,478	I	(FN 2)
Options (right to buy)	\$7.625	2/2/97	A	A	2/2/97 2/2/07	Common Stock 20,000	-0-	20,000	I	(FN 2)

Explanation of Responses:

- (1) Pursuant to an internal reorganization effective as of January 1, 2000, (i) Chase Venture Capital Associates, LLC ("CVCA, LLC") became the successor to Chase Venture Capital Associates, LP ("CVCA, LP"), (ii) CCP-SBIC Manager, LLC, a newly organized wholly-owned subsidiary of Chase Capital Partners ("CCP"), became the managing member of CVCA, LLC, and (iii) CCP-CMC Consolidating, LLC ("Consolidating"), a newly-organized affiliate of CCP, became the non-managing member of CVCA, LLC. CCP is the managing member of Consolidating, and pursuant to a master advisory agreement with CCP-SBIC Manager, LLC and Consolidating, the manager, by delegation, of CVCA, LLC. Prior to the internal reorganization, CCP was the general partner, and the sole shareholder of Consolidating was the limited partner, of CVCA, LP. The internal reorganization changed CVCA, LP's name and form of organization but did not alter the proportionate interests of its ultimate security holders.
- (2) The Options identified in the first three rows of Table II were granted to Mitchell J. Blutt, M.D., a general partner of CCP, the managing member of the two members, and the manager by delegation, of CVCA, LLC., Dr. Blutt is contractually obligated to transfer any shares issued under the Options to the reporting person.
- (3) The Options identified in the last two rows of Table II were granted to Damion E. Wicker, M.D., a general partner of CCP, the managing member of the two members, and the manager by delegation, of CVCA, LLC. Mr. Wicker is contractually obligated to transfer any shares issued under the Options to the reporting person.
- * The option becomes exercisable at a rate of 1/48 monthly from the date of grant
- ** The option becomes exercisable at a rate of 1/4 at the end of one year following the date of grant and 1/48 per month thereafter
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Chase Venture Capital Associates, LLC 2/ /2000

 ** Signature of Reporting Person Date

By: Chase Venture Capital Partners, as Manager

By: _____

Title: _____ of Chase Capital Partners

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Name of Reporting Person	Address of Reporting Person	Designated Reporter(1)	Statement for month/year	Issuer Name, Ticker or Trading Symbol	Title of Security	Amount of Securities Beneficially Owned	Ownership Form: Direct (D) or Indirect(I)	Nature of Indirect Beneficial Ownership	Disclaims Pecuniary Interest
Ana Carolina Aidar	c/o Chase Capital Partners Rua Verbo Divino, 1400 Sao Paulo, Brazil, SP 04719-002	Chase Venture Capital Associates, LLC	January, 2000	Landec Corporation ("LNDC")	Common Stock	35,434	I	See Explanatory Note 2 below	Yes
John R. Baron	c/o Chase Capital Partners 380 Madison Avenue 12th Floor New York, NY 10017	Chase Venture Capital Associates, LLC	January, 2000	Landec Corporation ("LNDC")	Common Stock	35,434	I	See Explanatory Note 2 below	NO
Christoper C. Behrens	c/o Chase Capital Partners 380 Madison Avenue 12th Floor New York, NY 10017	Chase Venture Capital Associates, LLC	January, 2000	Landec Corporation ("LNDC")	Common Stock	35,434	I	See Explanatory Note 2 below	Yes
Mitchell J. Blutt	c/o Chase Capital Partners 380 Madison Avenue 12th Floor New York, NY 10017	Chase Venture Capital Associates, LLC	January, 2000	Landec Corporation ("LNDC")	Common Stock	35,434	I	See Explanatory Note 2 below	NO
David S. Britts	c/o Chase Capital Partners 50 California Street San Francisco, CA 94111	Chase Venture Capital Associates, LLC	January, 2000	Landec Corporation ("LNDC")	Common Stock	35,434	I	See Explanatory Note 2 below	Yes
Arnold L. Chavkin	c/o Chase Capital Partners 380 Madison Avenue 12th Floor New York, NY 10017	Chase Venture Capital Associates, LLC	January, 2000	Landec Corporation ("LNDC")	Common Stock	35,434	I	See Explanatory Note 2 below	No
David J. Gilbert	c/o Chase Capital Partners 380 Madison Avenue 12th Floor New York, NY 10017	Chase Venture Capital Associates, LLC	January, 2000	Landec Corporation ("LNDC")	Common Stock	35,434	I	See Explanatory Note 2 below	Yes
Eric A. Green	c/o Chase Capital Partners 380 Madison Avenue 12th Floor New York, NY 10017	Chase Venture Capital Associates, LLC	January, 2000	Landec Corporation ("LNDC")	Common Stock	35,434	I	See Explanatory Note 2 below	Yes
Michael R. Hannon	c/o Chase Capital Partners 380 Madison Avenue 12th Floor New York, NY 10017	Chase Venture Capital Associates, LLC	January, 2000	Landec Corporation ("LNDC")	Common Stock	35,434	I	See Explanatory Note 2 below	No

Donald J. Hofmann c/o Chase Capital Partners 380 Madison Avenue 12th Floor New York, NY 10017	Chase Venture Capital Associates, LLC	January, 2000	Landec Corporation Common Stock ("LNDC")	35,434	I	See Explanatory Note 2 below	No
Jonathan Meggs c/o Chase Capital Partners 125 London Wall London EC2Y 5AJ, United Kingdom	Chase Venture Capital Associates, LLC	January, 2000	Landec Corporation Common Stock ("LNDC")	35,434	I	See Explanatory Note 2 below	Yes
Stephen P Murray c/o Chase Capital Partners 380 Madison Avenue 12th Floor New York, NY 10017	Chase Venture Capital Associates, LLC	January, 2000	Landec Corporation Common Stock ("LNDC")	35,434	I	See Explanatory Note 2 below	No
John M.B. O'Connor c/o Chase Capital Partners 380 Madison Avenue 12th Floor New York, NY 10017	Chase Venture Capital Associates, LLC	January, 2000	Landec Corporation Common Stock ("LNDC")	35,434	I	See Explanatory Note 2 below	No
Bob Ruggiero c/o Chase Capital Partners 380 Madison Avenue 12th Floor New York, NY 10017	Chase Venture Capital Associates, LLC	January, 2000	Landec Corporation Common Stock ("LNDC")	35,434	I	See Explanatory Note 2 below	Yes
Susan L. Segal c/o Chase Capital Partners 380 Madison Avenue 12th Floor New York, NY 10017	Chase Venture Capital Associates, LLC	January, 2000	Landec Corporation Common Stock ("LNDC")	35,434	I	See Explanatory Note 2 below	Yes
Shahan D. Soghikian c/o Chase Capital Partners 50 California Street, Suite 2940 San Francisco, CA 94111	Chase Venture Capital Associates, LLC	January, 2000	Landec Corporation Common Stock ("LNDC")	35,434	I	See Explanatory Note 2 below	No
Lindsay Stuart c/o Chase Capital Partners 125 London Wall London EC2Y 5AJ, United Kingdom	Chase Venture Capital Associates, LLC	January, 2000	Landec Corporation Common Stock ("LNDC")	35,434	I	See Explanatory Note 2 below	Yes
Patrick Sullivan c/o Chase Capital Partners 380 Madison Avenue 12th Floor New York, NY 10017	Chase Venture Capital Associates, LLC	January, 2000	Landec Corporation Common Stock ("LNDC")	35,434	I	See Explanatory Note 2 below	Yes
Jeffrey C. Walker c/o Chase Capital Partners 380 Madison Avenue 12th Floor New York, NY 10017	Chase Venture Capital Associates, LLC	January, 2000	Landec Corporation Common Stock ("LNDC")	35,434	I	See Explanatory Note 2 below	No

Timothy J. Walsh c/o Chase Capital Partners 380 Madison Avenue 12th Floor New York, NY 10017	Chase Venture Capital Associates, LLC	January, 2000	Landec Corporation ("LNDC")	Common Stock	35,434	I	See Explanatory Note 2 below	Yes
Richard D. Waters c/o Chase Capital Partners 380 Madison Avenue 12th Floor New York, NY 10017	Chase Venture Capital Associates, LLC	January, 2000	Landec Corporation ("LNDC")	Common Stock	35,434	I	See Explanatory Note 2 below	Yes
Damion E. Wicker c/o Chase Capital Partners 380 Madison Avenue 12th Floor New York, NY 10017	Chase Venture Capital Associates, LLC	January, 2000	Landec Corporation ("LNDC")	Common Stock	35,434	I	See Explanatory Note 2 and 3 below	No
CCP European Principals, LLC c/o Chase Capital Partners 380 Madison Avenue 12th Floor New York, NY 10017	Chase Venture Capital Associates, LLC	January, 2000	Landec Corporation ("LNDC")	Common Stock	35,434	I	See Explanatory Note 2 below	No
CCP Principals, LLC c/o Chase Capital Partners 380 Madison Avenue 12th Floor New York, NY 10017	Chase Venture Capital Associates, LLC	January, 2000	Landec Corporation ("LNDC")	Common Stock	35,434	I	See Explanatory Note 2 below	No
Chase Capital Corporation c/o Chase Capital Partners 380 Madison Avenue 12th Floor New York, NY 10017	Chase Venture Capital Associates, LLC	January, 2000	Landec Corporation ("LNDC")	Common Stock	35,434	I	See Explanatory Note 2 below	No
The Chase Manhattan Corporation 270 Park Avenue 35th Floor New York, NY 10017	Chase Venture Capital Associates, LLC	January, 2000	Landec Corporation ("LNDC")	Common Stock	35,434	I	See Explanatory Note 4 below	No
Chase Capital Partners 380 Madison Avenue 12th Floor New York, NY 10017	Chase Venture Capital Associates, LLC	January, 2000	Landec Corporation ("LNDC")	Common Stock	35,434	I	See Explanatory Note 5 below	No
CCP-SBIC Manager, LLC c/o Chase Capital Partners 380 Madison Avenue 12th Floor New York, NY 10017	Chase Venture Capital Associates, LLC	January, 2000	Landec Corporation ("LNDC")	Common Stock	35,434	I	See Explanatory Note 6 below	No

CCP-CCMC Consolidating, LLC c/o Chase Capital Partners 380 Madison Avenue New York, N.Y. 10017	Chase Venture Capital Associates, LLC	January, 2000	Landec Corporation ("LNDC")	Common Stock	35,434	I	See Explanatory Note 7 below	No
David L. Ferguson c/o Chase Capital Partners 380 Madison Avenue 12th Floor New York, N.Y. 10017	Chase Venture Capital Associates, LLC	January, 2000	Landec Corporation ("LNDC")	Common Stock	35,434	I	See Explanatory Note 8 below	No

Explanatory Note:

1) The Designated Reporter is executing this report on behalf of all reporting persons, each of whom has authorized it to do so.

2) The amounts shown in Tables I and II represent the beneficial ownership of the Issuer's equity securities by CVCA, LLC, a portion of which may be deemed attributable to the reporting person because the reporting person is a partner of Chase Capital Partners ("CCP"), which is the sole managing member of (a) CCP-SBIC Manager, LLC ("CCP-SBIC"), the sole managing member of CVCA, LLC and (b) CCP-CMC Consolidating, LLC ("Consolidating"), the non-managing member of CVCA, LLC. CCP is also the manager, by delegation, of CVCA, LLC, pursuant to an advisory agreement with CCP-SBIC and Consolidating. The actual pro rata portion of such beneficial ownership that may be deemed to be attributable to the reporting person is not readily determinable because it is subject to several variables, including internal rate of return and vesting interests within CCP and CVCA, LLC.

(3) The amounts shown in Tables I and II represent the beneficial ownership of the Issuer's equity securities by CVCA, LLC, a portion of which may be deemed attributable to the reporting person because he is a partner of CCP, the sole managing member of the two members of CVCA, LLC and the manager, by delegation, of CVCA, LLC. The actual pro rata portion of such beneficial ownership that may be deemed attributable to the reporting person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting within CCP and CVCA, LLC. The reporting person is a director of the Issuer.

(4) The amounts shown in Tables I and II represent beneficial ownership of the Issuer's equity securities by CVCA, LLC, a portion of which may be deemed attributable to the reporting person because it is the sole stockholder of the Chase Capital Corporation, a general partner of CCP, the sole managing member of the two members of CVCA, LLC and the manager, by delegation, of CVCA, LLC. The actual pro rata portion of such beneficial ownership that may be attributable to the reporting person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within CCP and CVCA, LLC.

(5) The amounts shown in Tables I and II represent the beneficial ownership of the Issuer's equity securities by CVCA, LLC, a portion of which may be deemed attributable to the reporting person because it is the sole managing member of (a) CCP-SBIC, the sole managing member of CVCA and (b) Consolidating, the non-managing member of CVCA, LLC. CCP is also the manager, by delegation, of CVCA, LLC pursuant to an advisory agreement with CCP-SBIC and Consolidating. The actual pro rata portion of such beneficial ownership that may be deemed to be attributable to the reporting person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within CCP and CVCA, LLC.

(6) The amounts shown in Tables I and II represent the beneficial ownership of the Issuer's equity securities by CVCA, LLC, a portion of which may be deemed attributable to the reporting person because it is the sole managing member of CVCA, LLC. The actual pro rata portion of such beneficial ownership that may be deemed to be attributable to the reporting person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within CVCA, LLC.

(7) The amounts shown in Tables I and II represent the beneficial ownership of the Issuer's equity securities by CVCA, LLC, a portion of which may be deemed attributable to the reporting person because it is the sole non-managing member of CVCA, LLC. The actual pro rata portion of such beneficial ownership that may be deemed to be attributable to the reporting person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within CCP and CVCA, LLC.

(8) The amount shown in Table I represents the beneficial ownership of the Issuer's equity securities by CVCA, LLC, a portion of which may be deemed attributable to the reporting person because he was a general partner of CCP, the sole managing member of the two members of CVCA, LLC, and the manager, by delegation, of CVCA, LLC, until June 1, 1999. The actual pro rata portion of such beneficial ownership that may be deemed to be attributable to the reporting person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting within CCP and CVCA, LLC.