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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULE 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13d-2(b)

(AMENDMENT NO. 4)* *

Landec Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

514766104

(CUSIP Number)

January 1, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which would
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of
the Act but shall be subject to all other provisions of the Act (however, see
the Notes).

POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED
IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY
VALID OMB CONTROL NUMBER.

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1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

J.P. Morgan Partners (SBIC), LLC (formerly known as Chase Venture
Capital Associates, LLC)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization Delaware
.....

Number of Shares Beneficially Owned by Each Reporting Person With:	5. Sole Voting Power	1,341,527	(includes Options for 34,710 shares)
	6. Shared Voting Power		
	7. Sole Dispositive Power	1,341,527	(includes Options for 34,710 shares)
	8. Shared Dispositive Power		

9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,341,527 (includes Options for 34,710 shares)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

11. Percent of Class Represented by Amount in Row (9) 8.3%
.....

12. Type of Reporting Person (See Instructions)

CO
.....
.....
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.....
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.....

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ISSUER: Landec Corporation

CUSIP NO.: 514766104

PRELIMINARY NOTE: The information set forth in Item 2 herein has been
adjusted to reflect a change in the name an
controlling persons of the Reporting Person.

ITEM 1.

(a) NAME OF ISSUER:

Landec Corporation

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

3603 Haven Avenue
Menlo Park, California 94025

ITEM 2.

(a) NAME OF PERSON FILING:

J.P. Morgan Partners (SBIC), LLC

Supplemental information relating to the ownership
and control of the person filing this statement is
included in Exhibit 2(a) attached hereto.

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

1221 Avenue of the Americas
New York, New York 10020

(c) CITIZENSHIP:

Delaware

(d) TITLE OF CLASS OF SECURITIES (OF ISSUER):

Common Stock

(e) CUSIP Number:

See top of cover page

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS. 240. 13d-1(b) OR 240.
13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

Not applicable.

ITEM 4. OWNERSHIP

(a) Amount Beneficially Owned:

1,341,527

This amount includes the following shares issuable upon the
exercise by Mitchell Blutt, M.D. and Damion E. Wicker, M.D.,
directors of the Issuer, of options granted to them by the
Issuer: (i) 3,478 shares issuable pursuant to options which
became exercisable at a rate of 1/48 monthly from December 14,
1993 so long as Dr. Blutt remains a director of the Issuer, (ii)
3,116 shares issuable pursuant to options which became
exercisable at a rate of 1/4 at May 25, 1996 and 1/48 per month

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thereafter so long as Dr. Blutt remains a director of the Issuer, (iii) 5,000 shares issuable pursuant to options which became exercisable at a rate of 1/4 at January 26, 1997 and 1/48 per month thereafter as long as Dr. Blutt remains a director of the Issuer, (iv) 3,478 shares issuable pursuant to options granted to Dr. Wicker which are exercisable immediately, and (v) 20,000 shares issuable pursuant to options which are exercisable immediately so long as Dr. Wicker remains a director of the Issuer. Drs. Blutt and Wicker are obligated to exercise each of the foregoing options upon the request of the Reporting Person and are obligated to transfer to the Reporting Person all shares issued upon the exercise of any of the foregoing options.

(b) PERCENT OF CLASS:

8.3% (as of December 31, 2000)

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(i) 1,341,527 (includes Options for 34,710 shares)
(ii) 1,341,527 (includes Options for 34,710 shares)

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

Not applicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2001

J.P. MORGAN PARTNERS (SBIC), LLC

By: /s/ Jeffrey C. Walker

Name: Jeffrey C. Walker
Title: President

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EXHIBIT 2(a)

ITEM 2. IDENTITY AND BACKGROUND.

This statement is being filed by J.P. Morgan Partners (SBIC), LLC (formerly known as Chase Venture Capital Associates, LLC), a Delaware limited liability company (hereinafter referred to as "JPMP (SBIC)"), whose principal business office is located at 1221 Avenue of the Americas, New York, New York 10020. JPMP (SBIC) is engaged in the venture capital and leveraged buyout business. Set forth in Schedule A hereto and incorporated herein by reference are the names, business addresses, occupations and employments of each executive officer and director of JPMP (SBIC).

JPMP (SBIC) is a wholly owned subsidiary of J.P. Morgan Partners (BHCA), L.P. (formerly known as Chase Equity Associates, L.P.), a Delaware limited partnership (hereinafter referred to as "JPMP (BHCA)"), whose principal business office is located at the same address as JPMP (SBIC). JPMP (BHCA) is also engaged in the venture capital and leveraged buyout business. The general partner of JPMP (BHCA) is JPMP Master Fund Manager, L.P. (formerly known as Chase Capital Partners, a New York general partnership), a Delaware limited partnership (hereinafter referred to as "JPMP Master Fund"), whose principal business office is located at the same address as JPMP (SBIC), and is also directly or indirectly (through affiliates) engaged in the venture capital and leveraged buyout business. The general partner of JPMP Master Fund is JPMP Capital Corp. (formerly known as Chase Capital Corporation), a New York corporation (hereinafter referred to as "JPMP Capital Corp."), whose principal business office is located at the same address as JPMP (SBIC), and is also engaged in the venture capital and leveraged buyout business. Set forth in Schedule B hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JPMP Capital Corp.

JPMP Capital Corp. is a wholly owned subsidiary of J.P. Morgan Chase & Co. (formerly known as The Chase Manhattan Corporation), a Delaware corporation (hereinafter referred to as "JP Morgan Chase") which is engaged (primarily through subsidiaries) in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule C hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JP Morgan Chase.

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SCHEDULE A

J.P. MORGAN PARTNERS (SBIC), LLC

EXECUTIVE OFFICERS(1)

President	Jeffrey C. Walker*
Executive Vice President	Mitchell J. Blutt, M.D. *
Executive Vice President	Arnold L. Chavkin*
Executive Vice President	John M.B. O'Connor*
Managing Director	John R. Baron*
Managing Director	Christopher C. Behrens*
Managing Director	David S. Britts*
Managing Director	Rodney A. Ferguson*
Managing Director	David Gilbert*
Managing Director	Evan Graf*
Managing Director	Eric A. Green*
Managing Director	Michael R. Hannon*
Managing Director	Donald J. Hofmann, Jr. *
Managing Director	W. Brett Ingersoll*
Managing Director	Alfredo Irigoin*
Managing Director	Andrew Kahn*
Managing Director	Jonathan R. Lynch*
Managing Director	Jonathan Meggs*
Managing Director	Thomas G. Mendell*
Managing Director	Stephen P. Murray*
Managing Director	Joao Neiva de Figueiredo, Ph.D. *
Managing Director	Timothy Purcell*
Managing Director	Thomas Quinn*
Managing Director	Peter Reilly*
Managing Director	Robert R. Ruggiero, Jr. *
Managing Director	Susan L. Segal*
Managing Director	Kelly Shackelford*
Managing Director	Shahan D. Soghikian*
Managing Director	Georg Stratenwerth*
Managing Director	Lindsay Stuart*
Managing Director	Patrick J. Sullivan*
Managing Director	Charles R. Walker*
Managing Director	Timothy J. Walsh*
Managing Director	Richard D. Waters, Jr. *
Managing Director	Damion E. Wicker, M.D. *
Managing Director	Eric R. Wilkinson*
Senior Vice President	Marcia Bateson*
Vice President and Treasurer	Elisa R. Stein*
Secretary	Anthony J. Horan**
Assistant Secretary	Robert C. Carroll**
Assistant Secretary	Denise G. Connors**

(1) Each of whom is a United States citizen except for Messrs. Britts, Irigoin, Meggs, Neiva de Figueiredo, Soghikian, Stratenwerth and Stuart.

* Principal occupation is employee and/or partner of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.

** Principal occupation is employee or officer of J.P. Morgan Chase & Co. Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York, New York 10017.

SCHEDULE 13G

ISSUER: Landec Corporation

CUSIP NO.: 514766104

DIRECTORS(1)

Jeffrey C. Walker*

(1) Each of whom is a United States citizen except for Messrs. Britts, Meggs, Irigoin, Neiva de Figueiredo, Soghikian, Stratenwerth and Stuart.

* Principal occupation is employee and/or member of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.

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SCHEDULE B

JPMP CAPITAL CORP.

EXECUTIVE OFFICERS(1)

Chief Executive Officer	William B. Harris**
President	Jeffrey C. Walker*
Executive Vice President	Mitchell J. Blutt, M.D.*
Executive Vice President	Arnold L. Chavkin*
Executive Vice President	John M.B. O'Connor*
Managing Director	John R. Baron*
Managing Director	Christopher C. Behrens*
Managing Director	David S. Britts*
Managing Director	Rodney A. Ferguson*
Managing Director	David Gilbert*
Managing Director	Evan Graf*
Managing Director	Eric A. Green*
Managing Director	Michael R. Hannon*
Managing Director	Donald J. Hofmann, Jr.*
Managing Director	Alfredo Irigoin*
Managing Director	W. Brett Ingersoll*
Managing Director	Andrew Kahn*
Managing Director	Jonathan R. Lynch*
Managing Director	Jonathan Meggs*
Managing Director	Thomas G. Mendell*
Managing Director	Stephen P. Murray*
Managing Director	Joao Neiva de Figueiredo, Ph.D.*
Managing Director	Timothy Purcell*
Managing Director	Thomas Quinn*
Managing Director	Peter Reilly*
Managing Director	Robert R. Ruggiero, Jr.*
Managing Director	Susan L. Segal*
Managing Director	Shahan D. Soghikian*
Managing Director	Georg Stratenwerth*
Managing Director	Lindsay Stuart*
Managing Director	Patrick J. Sullivan*
Managing Director	Kelly Shackelford*
Managing Director	Charles R. Walker*
Managing Director	Timothy J. Walsh*
Managing Director	Richard D. Waters, Jr.*
Managing Director	Damion E. Wicker, M.D.*
Managing Director	Eric R. Wilkinson*
Senior Vice President	Marcia Bateson*
Vice President and Treasurer	Elisa R. Stein*
Secretary	Anthony J. Horan**
Assistant Secretary	Robert C. Carroll**
Assistant Secretary	Denise G. Connors**

(1) Each of whom is a United States citizen except for Messrs. Britts, Irigoin, Meggs, Neiva de Figueiredo, Soghikian, Stratenwerth and Stuart.

* Principal occupation is employee and/or partner of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.

** Principal occupation is employee or officer of J.P. Morgan Chase & Co. Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York, New York 10017.

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ISSUER: Landec Corporation

CUSIP NO.: 514766104

DIRECTORS(1)

William B. Harrison**
Jeffrey C. Walker*

(1) Each of whom is a United States citizen except for Messrs. Britts, Meggs, Irigoien, Neiva de Figueiredo, Soghikian, Stratenwerth and Stuart.

* Principal occupation is employee and/or member of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.

** Principal occupation is employee or officer of J.P. Morgan Chase & Co. Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York, New York 10017.

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SCHEDULE C

J.P. MORGAN CHASE & CO.

EXECUTIVE OFFICERS(1)

Chairman of the Board	Douglas A. Warner, III*
President and Chief Executive Officer	William B. Harrison Jr. *
Vice Chairman	Geoffrey T. Boisi*
Vice Chairman	David A. Coulter*
Managing Director	Ramon de Oliveira*
Vice Chairman	Walter A. Gubert*
Director of Human Resources	John J. Farrell*
Managing Director	Thomas B. Ketchum*
Director of Corporate Marketing and Communications	Frederick W. Hill*
Vice Chairman	Donald H. Layton*
Vice Chairman	James B. Lee Jr. *
General Counsel	William H. McDavid*
Vice Chairman	Marc J. Shapiro*
Managing Partner	Jeffrey C. Walker**

DIRECTORS(1)

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT; BUSINESS OR RESIDENCE ADDRESS
Hans W. Becherer	Chairman of the Board Chief Executive Officer Deere & Company One John Deere Place Moline, IL 61265
Riley P. Bechtel	Chairman and Chief Executive Officer Bechtel Group, Inc. P.O. Box 193965 San Francisco, CA 94119-3965

(1) Each of whom is a United States citizen.

* Principal occupation is executive officer and/or employee of J.P. Morgan Chase & Co. Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York, New York 10017.

** Principal occupation is managing partner of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas New York, New York 10020.

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NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT; BUSINESS OR RESIDENCE ADDRESS
Frank A. Bennack, Jr.	President and Chief Executive Officer The Hearst Corporation 959 Eighth Avenue New York, New York 10019
Lawrence A. Bossidy	Chairman of the Board Honeywell International P.O. Box 3000 Morristown, NJ 07962-2245
M. Anthony Burns	Chairman of the Board and Chief Executive Officer Ryder System, Inc. 3600 N.W. 82nd Avenue Miami, Florida 33166
H. Laurence Fuller	Co-Chairman BP Amoco p.l.c. 1111 Warrenville Road, Suite 25 Chicago, Illinois 60563
Ellen V. Furter	President American Museum of Natural History Central Park West at 79th Street New York, NY 10024
William H. Gray, III	President and Chief Executive Officer The College Fund/UNCF 9860 Willow Oaks Corporate Drive P.O. Box 10444 Fairfax, Virginia 22031
William B. Harrison, Jr.	President and Chief Executive Officer The Chase Manhattan Corporation 270 Park Avenue, 8th Floor New York, New York 10017-2070
Helene L. Kaplan	Of Counsel Skadden, Arps, Slate, Meagher & Flom LLP 919 Third Avenue - Room 29-72 New York, New York 10022
Lee R. Raymond	Chairman of the Board and Chief Executive Officer Exxon Mobil Corporation 5959 Las Colinas Boulevard Irving, TX 75039-2298
John R. Stafford	Chairman, President and Chief Executive Officer American Home Products Corporation 5 Giralda Farms Madison, New Jersey 07940
Lloyd D. Ward	Former Chairman of Board and Chief Executive Officer of Maytag 13338 Lakeshore Drive Clive, Iowa 50325
Douglas A. Warner III	Chairman of the Board J.P. Morgan Chase & Co. 270 Park Avenue New York, New York 10017
Marina v.N. Whitman	Professor of Business Administration and Public Policy The University of Michigan School of Public Policy

