

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)  
(Amendment No. 2)1

Landec Corporation

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

0005147661

-----  
(CUSIP Number)

December 31, 1998

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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)

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1The 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 disclosures provided in a prior cover page. The information required on  
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 or otherwise  
subject to the liabilities of that section of the Act but shall be subject to  
all other provisions of the Act.

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1) Name of Reporting Person Domain Partners  
I.R.S. Identification II, L.P.  
No. of Above Person  
(Entities Only)

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2) Check the Appropriate Box (a)   
if a Member of a Group (b)

-----  
3) SEC Use Only

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4) Citizenship or Place of Organization Delaware

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Number of 5) Sole Voting 793,951 shares  
Shares Beneficially Power of Common Stock  
Owned by Each  
Reporting Person  
With

-----  
6) Shared Voting  
Power

-----  
7) Sole Dispositive Power 793,951 shares  
of Common Stock  
-----  
8) Shared Dispositive Power -0-  
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9) Aggregate Amount Beneficially Owned by Each Reporting person 793,951 shares  
of Common Stock  
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10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
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11) Percent of Class Represented by Amount in Row (9) 6.0%  
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12) Type of Reporting Person PN  
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 1) Name of Reporting Person Domain Associates,  
 I.R.S. Identification L.L.C.  
 No. of Above Person  
 (Entities Only)

-----  
 2) Check the Appropriate Box (a) [ X ]  
 if a Member of a Group (b) [ ]

-----  
 3) SEC Use Only

-----  
 4) Citizenship or Place Delaware  
 of Organization

-----  
 Number of 5) Sole Voting 25,366 shares  
 Shares Beneficially Power of Common Stock  
 Owned by Each (including 22,976  
 Reporting Person issuable upon exer-  
 With cise of options)

-----  
 6) Shared Voting  
 Power -0-

-----  
 7) Sole Disposi- 25,366 shares  
 tive Power of Common Stock  
 (including 22,976  
 issuable upon exer-  
 cise of options)

-----  
 8) Shared Dis-  
 positive Power -0-

-----  
 9) Aggregate Amount Beneficially 25,366 shares  
 Owned by Each Reporting person of Common Stock  
 (including 22,976  
 issuable upon exer-  
 cise of options)

-----  
 10) Check if the Aggregate  
 Amount in Row (9)  
 Excludes Certain Shares

-----  
 11) Percent of Class  
 Represented by 0.2%  
 Amount in Row (9)

-----  
 12) Type of Reporting  
 Person 00

Amendment No. 2 to Schedule 13G  
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Reference is hereby made to the statement on Schedule 13G originally filed on February 12, 1997 and Amendment No. 1 thereto filed on February 6, 1998 (as so amended, the "Schedule 13G"). Terms used in the Schedule 13G are used herein as so defined.

The following Items of the Schedule 13G are hereby amended and restated to read in their entirety as follows:

## Item 4 - Ownership.

## (a) Amount Beneficially Owned:

Domain II: 793,951 shares of Common Stock

DA: 25,366 shares of Common Stock (including 22,976 shares issuable upon exercise of options)

## (b) Percent of Class:

Domain II: 6.0%

DA: 0.2%

## (c) Number of shares as to which such person has:

## (i) sole power to vote or to direct the vote:

Domain II: 793,951 shares of Common Stock

DA: 25,366 shares of Common Stock (including 22,976 shares issuable upon exercise of options)

## (ii) shared power to vote or to direct the vote: -0-

## (iii) sole power to dispose or to direct the disposition of:

Domain II: 793,951 shares of Common Stock

DA: 25,366 shares of Common Stock (including 22,976 shares issuable upon exercise of options)

## (iv) shared power to dispose or to direct the disposition of: -0-

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.

DOMAIN PARTNERS II, L.P.  
By: One Palmer Square Associates  
III L.P., General Partner

By /s/ James C. Blair  
-----  
General Partner

DOMAIN ASSOCIATES, L.L.C.

By /s/ Kathleen K. Schoemaker  
-----  
Managing Member

Date: February 2, 1999