

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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. 3)[FN1]

LANDEC CORPORATION  
(Name of Issuer)

COMMON STOCK  
(Title of Class of Securities)

0005147661  
(CUSIP Number)

DECEMBER 31, 1999  
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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[FN1] 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 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.

- |  |   |
|--|---|
| 1) Name of Reporting Person<br>I.R.S. Identification<br>No. of Above Person<br>(ENTITIES ONLY) | Domain Partners<br>II, L.P.   |
| 2) Check the Appropriate Box<br>if a Member of a Group   | (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/> |
| 3) SEC Use Only  |   |
| 4) Citizenship or Place<br>of Organization   | Delaware  |
| Number of<br>Shares Beneficially<br>Owned by Each<br>Reporting Person<br>With                  | 5) Sole Voting<br>Power<br>793,951 shares<br>of Common Stock            |
|  | 6) Shared Voting<br>Power<br>-0-  |

7)	Sole Dispositive Power	793,951 shares of Common Stock
8)	Shared Dispositive Power	-0-
9)	Aggregate Amount Beneficially Owned by Each Reporting person	793,951 shares of Common Stock
10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
11)	Percent of Class Represented by Amount in Row (9)	6.0%
12)	Type of Reporting Person	PN

- |  |                                  |  |
|--|----------------------------------|--|
| 1) Name of Reporting Person<br>I.R.S. Identification<br>No. of Above Person<br>(ENTITIES ONLY) |                                  | Domain Associates,<br>L.L.C.   |
| 2) Check the Appropriate Box<br>if a Member of a Group   |                                  | (a) [ X ]<br>(b) [ ]   |
| 3) SEC Use Only  |                                  |  |
| 4) Citizenship or Place<br>of Organization   |                                  | Delaware   |
| Number of<br>Shares Beneficially<br>Owned by Each<br>Reporting Person<br>With                  | 5) Sole Voting<br>Power          | 24,890 shares<br>of Common Stock<br>(including 22,247<br>issuable upon exer-<br>cise of options) |
|  | 6) Shared Voting<br>Power        | -0-  |
|  | 7) Sole Disposi-<br>tive Power   | 24,890 shares<br>of Common Stock<br>(including 22,247<br>issuable upon exer-<br>cise of options) |
|  | 8) Shared Dis-<br>positive Power | -0-  |
| 9) Aggregate Amount Beneficially<br>Owned by Each Reporting person                             |                                  | 24,890 shares<br>of Common Stock<br>(including 22,247<br>issuable upon exer-<br>cise of options) |
| 10) Check if the Aggregate<br>Amount in Row (9)<br>Excludes Certain Shares                     |                                  |  |
| 11) Percent of Class<br>Represented by<br>Amount in Row (9)                                    |                                  | 0.2%   |
| 12) Type of Reporting<br>Person  | 00                               |  |

## AMENDMENT NO. 3 TO SCHEDULE 13G

Reference is hereby made to the statement on Schedule 13G originally filed on February 12, 1997, Amendment No. 1 thereto filed on February 6, 1998 and Amendment No. 2 thereto filed on February 9, 1999 (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: 24,890 shares of Common Stock (including 22,247 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: 24,890 shares of Common Stock (including 22,247 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: 24,890 shares of Common Stock (including 22,247 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  
II L.P., General Partner

By /S/ KATHLEEN K. SCHOEMAKER  
Attorney-in-Fact

DOMAIN ASSOCIATES, L.L.C.

By /S/ KATHLEEN K. SCHOEMAKER  
Managing Member

Date: February 2, 2000