

SMITHFIELD FOODS INC
Form 4
September 03, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FRIBOURG PAUL J

(Last) (First) (Middle)

C/O 200 COMMERCE STREET

(Street)

SMITHFIELD, VA 23430

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SMITHFIELD FOODS INC [SFD]

3. Date of Earliest Transaction
(Month/Day/Year)
08/29/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/29/2008		P		100	A	\$ 20.33	40,056	D	
Common Stock	08/29/2008		P		500	A	\$ 20.28	40,556	D	
Common Stock	08/29/2008		P		4,200	A	\$ 20.27	44,756	D	
Common Stock	08/29/2008		P		100	A	\$ 20.3	44,856	D	
Common Stock	08/29/2008		P		3,726	A	\$ 20.168	48,582	D	
	08/29/2008		P		100	A	\$ 20.149	48,682	D	

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Common Stock								
Common Stock	08/29/2008	P	374	A	\$ 20.139	49,056	D	
Common Stock	08/29/2008	P	200	A	\$ 20.138	49,256	D	
Common Stock	08/29/2008	P	200	A	\$ 20.128	49,456	D	
Common Stock	08/29/2008	P	400	A	\$ 20.119	49,856	D	
Common Stock	08/29/2008	P	1,400	A	\$ 20.4286	51,256	D	
Common Stock	08/29/2008	P	1,200	A	\$ 20.43	52,456	D	
Common Stock	08/29/2008	P	700	A	\$ 20.42	53,156	D	
Common Stock	08/29/2008	P	900	A	\$ 20.44	54,056	D	
Common Stock	08/29/2008	P	700	A	\$ 20.4	54,756	D	
Common Stock	09/02/2008	P	1,400	A	\$ 20.36	56,156	D	
Common Stock	09/02/2008	P	3,500	A	\$ 20.3491	59,656	D	
Common Stock	09/02/2008	P	3,400	A	\$ 19.574	63,056	D	
Common Stock	09/02/2008	P	1,500	A	\$ 19.5799	64,556	D	
Common Stock	09/02/2008	P	100	A	\$ 19.5797	64,656	D	
Common Stock	09/02/2008	P	100	A	\$ 19.575	64,756	D	
Common Stock						10,356,585	I	see footnote below <u>(1)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (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. Nu Deriv Secur Benef Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIBOURG PAUL J C/O 200 COMMERCE STREET SMITHFIELD, VA 23430		X		

Signatures

/s/ Michael H. Cole, as
 Attorney-in-Fact
 09/03/2008
 Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The shares listed as indirectly owned in the table above are shares owned directly by Continental Grain Company. ("CGC"). Mr. Fribourg may be deemed to share voting and investment power with respect to the shares of common stock owned directly by CGC by virtue of being the Chairman, Chief Executive Officer and President of CGC. In addition, Mr. Fribourg is one of the co-trustees and in one case, a beneficiary, of various trusts established for the benefit of certain members of Mr. Fribourg's family that collectively control a majority interest in CGC. Mr. Fribourg disclaims beneficial ownership with respect to all of these shares except to the extent of his pecuniary interest.

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