SMITHFIELD FOODS INC

Form 4 January 09, 2008

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

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

1(b).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FRIBOURG PAUL J Issuer Symbol SMITHFIELD FOODS INC [SFD] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title C/O 200 COMMERCE STREET 01/07/2008 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SMITHFIELD, VA 23430 Person

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price		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)		
Common Stock	01/08/2008		P(2)		` /		9,389,185	I (1)	see footnote #1
Common Stock	01/08/2008		P(2)	200	A	\$ 26.74	9,389,385	I (1)	see footnote #1
Common Stock	01/08/2008		P(2)	1,900	A	\$ 26.75	9,391,285	I (1)	see footnote #1
Common Stock	01/08/2008		P(2)	600	A	\$ 26.76	9,391,885	I (1)	see footnote #1

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Common Stock	01/08/2008	P(2)	500	A	\$ 26.79	9,392,385	I (1)	see footnote #1
Common Stock	01/08/2008	P(2)	2,300	A	\$ 26.8	9,394,685	I (1)	see footnote #1
Common Stock	01/08/2008	P(2)	2,200	A	\$ 26.81	9,396,885	I (1)	see footnote #1
Common Stock	01/08/2008	P(2)	100	A	\$ 26.83	9,396,985	I (1)	see footnote #1
Common Stock	01/08/2008	P(2)	1,000	A	\$ 26.84	9,397,985	I (1)	see footnote #1
Common Stock	01/08/2008	P(2)	3,300	A	\$ 26.85	9,401,285	I (1)	see footnote #1
Common Stock	01/08/2008	P(2)	700	A	\$ 26.86	9,401,985	I (1)	see footnote #1
Common Stock	01/08/2008	P(2)	500	A	\$ 26.87	9,402,485	I (1)	see footnote #1
Common Stock	01/08/2008	P(2)	800	A	\$ 26.89	9,403,285	I (1)	see footnote #1
Common Stock	01/08/2008	P(2)	800	A	\$ 26.9	9,404,085	I (1)	see footnote #1
Common Stock	01/08/2008	P(2)	1,000	A	\$ 26.92	9,405,085	I (1)	see footnote #1
Common Stock	01/08/2008	P(2)	1,100	A	\$ 26.95	9,406,185	I (1)	see footnote #1
Common Stock	01/08/2008	P(2)	2,400	A	\$ 26.96	9,408,585	I (1)	see footnote #1
Common Stock	01/08/2008	P(2)	300	A	\$ 26.97	9,408,885	I (1)	see footnote #1
Common Stock	01/08/2008	P(2)	200	A	\$ 26.98	9,409,085	I (1)	see footnote

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								#1
Common Stock	01/08/2008	P(2)	1,500	A	\$ 26.99	9,410,585	I (1)	see footnote #1
Common Stock	01/08/2008	P(2)	800	A	\$ 27	9,411,385	I (1)	see footnote #1
Common Stock	01/08/2008	P(2)	600	A	\$ 27.01	9,411,985	I (1)	see footnote #1
Common Stock	01/08/2008	P(2)	2,500	A	\$ 27.03	9,414,485	I (1)	see footnote #1
Common Stock	01/08/2008	P(2)	1,800	A	\$ 27.04	9,416,285	I (1)	see footnote #1
Common Stock	01/08/2008	P(2)	1,100	A	\$ 27.05	9,417,385	I (1)	see footnote #1
Common Stock	01/08/2008	P(2)	1,800	A	\$ 27.06	9,419,185	I (1)	see footnote #1
Common Stock						1,356	D	

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

of Shares

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

FRIBOURG PAUL J

C/O 200 COMMERCE STREET X

SMITHFIELD, VA 23430

Signatures

/s/ Michael H. Cole, as Attorney-in-Fact

01/09/2008

**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).

The shares listed as indirectly owned in the table above are shares owned directly by ContiGroup Companies, Inc. ("ContiGroup"). Mr. Fribourg may be deemed to share voting and investment power with respect to the shares of common stock owned directly by ContiGroup by virtue of being the Chairman, Chief Executive Officer and President of ContiGroup. 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 ContiGroup. Mr. Fribourg disclaims beneficial ownership with respect to all of these shares except to the extent of his pecuniary interest.
- (2) The purchases reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by ContiGroup on October 12, 2007.

Remarks:

Form 3 of 3

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Reporting Owners 4