SMITHFIELD FOODS INC

Form 4

January 14, 2008

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

Check this box if no longer subject to

Section 16. Form 4 or Form 5 obligations

may continue. See Instruction

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(b).

(Last)

(City)

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

(First)

(State)

(Middle)

(Zip)

C/O 200 COMMERCE STREET

(Street)

SMITHFIELD, VA 23430

2. Issuer Name and Ticker or Trading

Symbol

SMITHFIELD FOODS INC [SFD] 3. Date of Earliest Transaction

(Month/Day/Year) 01/10/2008

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

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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

•		Table	c 1 - 14011-D	ciivative	Secui	mes Acq	un eu, Disposeu oi	, or belieffcial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)		4. Securities Acor(A) or Disposed (Instr. 3, 4 and (A) or		d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
			Code V	Amount		Price	(Instr. 3 and 4)			
Common Stock	01/10/2008		P(2)	100	A	\$ 26.8	9,485,285	I (1)	see footnote #1	
Common Stock	01/10/2008		P(2)	1,800	A	\$ 26.81	9,487,085	I (1)	see footnote #1	
Common Stock	01/10/2008		P(2)	7,000	A	\$ 26.82	9,494,085	I (1)	see footnote #1	
Common Stock	01/10/2008		P(2)	600	A	\$ 26.83	9,494,685	I (1)	see footnote #1	

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Common Stock	01/10/2008	P(2)	400	A	\$ 26.85	9,495,085	I (1)	see footnote #1
Common Stock	01/10/2008	P(2)	100	A	\$ 26.86	9,495,185	I (1)	see footnote #1
Common Stock	01/10/2008	P(2)	1,600	A	\$ 26.87	9,496,785	I (1)	see footnote #1
Common Stock	01/10/2008	P(2)	2,000	A	\$ 26.88	9,498,785	I (1)	see footnote #1
Common Stock	01/10/2008	P(2)	600	A	\$ 26.89	9,499,385	I (1)	see footnote #1
Common Stock	01/10/2008	P(2)	3,500	A	\$ 26.9	9,502,885	I (1)	see footnote #1
Common Stock	01/10/2008	P(2)	1,700	A	\$ 26.91	9,504,585	I (1)	see footnote #1
Common Stock	01/10/2008	P(2)	500	A	\$ 26.92	9,505,085	I (1)	see footnote #1
Common Stock	01/10/2008	P(2)	100	A	\$ 26.93	9,505,185	I (1)	see footnote #1
Common Stock	01/10/2008	P(2)	5,300	A	\$ 27.04	9,510,485	I (1)	see footnote #1
Common Stock	01/10/2008	P(2)	1,400	A	\$ 27.05	9,511,885	I (1)	see footnote #1
Common Stock	01/10/2008	P(2)	600	A	\$ 27.06	9,512,485	I (1)	see footnote #1
Common Stock	01/10/2008	P(2)	200	A	\$ 27.08	9,512,685	I (1)	see footnote #1
Common Stock	01/10/2008	P(2)	52	A	\$ 27.12	9,512,737	I (1)	see footnote #1
Common Stock	01/10/2008	P(2)	700	A	\$ 27.13	9,513,437	I (1)	see footnote

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								#1
Common Stock	01/10/2008	P(2)	400	A	\$ 27.14	9,513,837	I (1)	see footnote #1
Common Stock	01/10/2008	P(2)	1,200	A	\$ 27.15	9,515,037	I (1)	see footnote #1
Common Stock	01/10/2008	P(2)	300	A	\$ 27.16	9,515,337	I (1)	see footnote #1
Common Stock	01/10/2008	P(2)	400	A	\$ 27.17	9,515,737	I (1)	see footnote #1
Common Stock	01/10/2008	P(2)	1,300	A	\$ 27.18	9,517,037	I (1)	see footnote #1
Common Stock	01/10/2008	P(2)	3,600	A	\$ 27.19	9,520,637	I (1)	see footnote #1
Common Stock	01/10/2008	P(2)	300	A	\$ 27.2	9,520,937	I (1)	see footnote #1
Common Stock	01/10/2008	P(2)	900	A	\$ 27.22	9,521,837	I (1)	see footnote #1
Common Stock	01/10/2008	P(2)	48	A	\$ 27.23	9,521,885	I (1)	see footnote #1
Common Stock	01/10/2008	P(2)	300	A	\$ 27.24	9,522,185	I (1)	see footnote #1
Common Stock	01/10/2008	P(2)	900	A	\$ 27.25	9,523,085	I (1)	see footnote #1

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ite	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr. 3 and 4)		Owne
	Security				Acquired					Follo
	·				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
				Code V	(A) (D)	Date	Expiration	Title Amount		
						Exercisable	Date	or		
								Number		
								of		
								Shares		

Reporting Owners

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

Signatures

/s/ Michael H. Cole, as 01/14/2008 Attorney-in-Fact

**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:

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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.

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