

Kremin Donald H
Form 4
January 13, 2012

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
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kremin Donald H

2. Issuer Name **and** Ticker or Trading
Symbol
HORMEL FOODS CORP /DE/
[HRL]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1 HORMEL PLACE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/11/2012

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Group Vice President

AUSTIN, MN 55912-3680

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

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

(City) (State) (Zip)

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)
Common Stock	01/11/2012		M	V Amount (A) or (D) Price 3,000 A \$ 13.465	3,401.39	D	
Common Stock	01/11/2012		M	5,000 A \$ 15.035	8,401.39	D	
Common Stock	01/11/2012		F	3,945 D \$ 29.29	4,456.39	D	
Common Stock	01/11/2012		F	1,485 D \$ 29.29	2,971.39 ⁽¹⁾ <u>(2)</u>	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. 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. Amount or Number of Shares	9. Cost or Other Value (Instr. 3 and 4)
Stock Options (Right to Buy)	\$ 13.465	01/11/2012		M ⁽³⁾	3,000	⁽⁴⁾ 12/02/2013	Common Stock	3,000	\$
Stock Options (Right to Buy)	\$ 15.035	01/11/2012		M ⁽³⁾	5,000	⁽⁵⁾ 12/07/2014	Common Stock	5,000	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kremin Donald H 1 HORMEL PLACE AUSTIN, MN 55912-3680			Group Vice President	

Signatures

Donald H. Kremin, by Power of Attorney 01/13/2012

**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) All share amounts reflect the stock split effective February 1, 2011.

(2) Reporting Person holds indirectly 7,279.4 shares in the 401(k), and 2,077 shares in the JEPST Trust.

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- (3) Reporting Person has exercised Stock Withholding Rights in connection with this option exercise, as reflected on Table I.
- (4) The option vested in four equal annual installments, with the first group vesting on December 2, 2004.
- (5) The option vested in four equal annual installments, with the first group vesting on December 7, 2005.

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

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