SMITHFIELD FOODS INC

Form 4 June 18, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

Form 5 obligations may continue. See Instruction

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). (Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * POPE C LARRY

2. Issuer Name and Ticker or Trading Symbol

SMITHFIELD FOODS INC [SFD]

5. Relationship of Reporting Person(s) to

(Check all applicable)

President and C.E.O.

Issuer

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

_X__ Director X_ Officer (give title below)

10% Owner Other (specify

C/O 200 COMMERCE STREET 05/31/2013

(Street)

(First)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SMITHFIELD, VA 23430

(City)	(State)	(Zip) Tab	le I - Non	n-D	erivative S	Securi	ties Acq	uired, Disposed o	of, 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. Transac Code (Instr. 8		4. Securit n(A) or Dis (Instr. 3, 4	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price	(Instr. 3 and 4)		
stock, par value \$.50	05/31/2013		G ,	V	29,660	D	\$ 0	716,291	D	
common stock, par value \$.50	06/14/2013		F		59,625 (1)	D	\$ 32.8	656,666	D	

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)

1. Title of	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable Date	Date	Title	Number	er .	
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
POPE C LARRY C/O 200 COMMERCE STREET SMITHFIELD, VA 23430	X		President and C.E.O.				

Signatures

/s/ by Michael H. Cole, as attorney-in-fact

06/18/2013

Date

**Signature of Reporting Person

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).
 - On June 14, 2011, the reporting person was granted 250,000 performance share units (PSUs) under the Company's 2008 Incentive Compensation Plan. Each PSU represented a contingent right to receive one share of common stock. As previously reported, on June 14,
- (1) 2012 the pre-established performance goal for this award was met and 50% of the PSUs vested immediately. The remainder of PSUs vested on June 14, 2013. This filing is being made to report the shares of common stock surrendered back to the Company to satisfy tax withholding obligations related to the shares that vested on June 14, 2013.

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. 1)50% exercisable on the date indicated, 50% of the balance exercisable on July 1, 2002 and the balance exercisable on January 1, 2003.(2) This option was previously reported as covering a total of 10,000 shares at an exercise price of \$6.00 per share, but was adjusted to 13,334 shares at an exercise price of \$4.50 per share as a result of the 4-for-3 stock split of the issuer's stock that occured on December 4, 2006.(3)On December 4, 2006, the common stock of Amedisys, Inc. split 4-for-3. Ownership totals are reflected on a split-adjusted basis.

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