

SMITHFIELD FOODS INC
Form 4
January 30, 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)
01/28/2008

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------|------------------|-----------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 01/29/2008 | | P ⁽²⁾ | | 8,700 | A | \$ 26.64 | 10,193,885 | I ⁽¹⁾ | see footnote #1 |
| Common Stock | 01/29/2008 | | P ⁽²⁾ | | 4,900 | A | \$ 26.65 | 10,198,785 | I ⁽¹⁾ | see footnote #1 |
| Common Stock | 01/29/2008 | | P ⁽²⁾ | | 1,600 | A | \$ 26.66 | 10,200,385 | I ⁽¹⁾ | see footnote #1 |
| Common Stock | 01/29/2008 | | P ⁽²⁾ | | 1,000 | A | \$ 26.67 | 10,201,385 | I ⁽¹⁾ | see footnote #1 |

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| | | | | | | | | | |
|--------------|------------|--|------------------|-------|---|----------|------------|------------------|-----------------|
| Common Stock | 01/29/2008 | | P ⁽²⁾ | 300 | A | \$ 26.69 | 10,201,685 | I ⁽¹⁾ | see footnote #1 |
| Common Stock | 01/29/2008 | | P ⁽²⁾ | 4,500 | A | \$ 26.7 | 10,206,185 | I ⁽¹⁾ | see footnote #1 |
| Common Stock | 01/29/2008 | | P ⁽²⁾ | 5,300 | A | \$ 26.71 | 10,211,485 | I ⁽¹⁾ | see footnote #1 |
| Common Stock | 01/29/2008 | | P ⁽²⁾ | 100 | A | \$ 26.73 | 10,211,585 | I ⁽¹⁾ | see footnote #1 |
| Common Stock | 01/29/2008 | | P ⁽²⁾ | 5,100 | A | \$ 26.74 | 10,216,685 | I ⁽¹⁾ | see footnote #1 |
| Common Stock | 01/29/2008 | | P ⁽²⁾ | 100 | A | \$ 26.75 | 10,216,785 | 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. 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. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | 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

01/30/2008

__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 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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