

Thamodaran Dhamu R.
Form 4
June 15, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Thamodaran Dhamu R.

2. Issuer Name and Ticker or Trading Symbol
SMITHFIELD FOODS INC [SFD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 COMMERCE STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/13/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

SMITHFIELD, VA 23460

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
			Code	V	Amount (A) or (D) Price		
common stock, par value \$.50	06/13/2012		A		40,286 <u>(1)</u> \$ 0	60,570	D
common stock, par value \$.50	06/14/2012		A		10,000 <u>(2)</u> \$ 0	70,570	D
common stock, par value \$.50	06/14/2012		F		2,110 \$ 18.46	68,460	D
common stock, par						6,648.94	I shares held in 401k of

value \$.50							reporting person
common stock, par value \$.50				391.16	I		shares held in 401k of reporting persons's spouse
common stock, par value \$.50				1,000	I		shares in cusdotial trust for daughter

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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
Thamodaran Dhamu R. 200 COMMERCE STREET SMITHFIELD, VA 23460	Director 10% Owner Officer Other Executive Vice President

Signatures

/s/ Michael H. Cole, as attorney-in-fact 06/15/2012

__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).
Includes 20143 shares of restricted stock units (RSUs) the reporting person elected to receive on a deferred basis in lieu of a portion of his
- (1) 2012 annual cash incentive award pursuant to the Company's Executive Stock Purchase Plan. Also includes 20143 RSUs representing the Company match on such deferral, subject to three year cliff-vesting.
On June 14, 2011, the reporting person was granted 10000 performance share units (PSUs) under the Company's 2008 Incentive Compensation Plan. Each PSU represents a contingent right to receive one share of common stock. On June 14, 2012, the pre-established performance goal for this award was met and 50% of the PSUs vested immediately and were converted into common stock. The remaining PSUs will vest and convert on June 14, 2013.
- (2)

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.