### Edgar Filing: MANLY ROBERT W - Form 4

MANLY RO	OBERT W											
Form 4												
July 10, 201											PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB				
Washington, D.C. 20549								Number:	3235-0287			
	Check this box if no longer								Expires:	January 31, 2005		
subject to Section 16. Form 4 or						BENEFI	ICIA	LOWN	NERSHIP OF	Estimated a burden hour response	ed average nours per	
Form 5 obligation may con <i>See</i> Instruction 1(b).	tinue. Section 17	a) of the l	Public U	tility H	olo		ipany	Act of	e Act of 1934, 1935 or Sectior 0	1		
(Print or Type	Responses)											
MANLY ROBERT W Symbo				Issuer Name <b>and</b> Ticker or Trading bol ITHFIELD FOODS INC [SFD]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (	Middle)	3. Date o	f Earliest	Tr	ransaction			(Check all applicable)			
200 COMN	IERCE STREET		(Month/I 07/06/2	Day/Year) 2012	)				Director X_ Officer (give below) Executive V		Owner er (specify & CFO	
				Amendment, Date Original (Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
SMITHFIE	LD, VA 23430								Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Nor	ı-D	Derivative	Securi	ities Acqu	uired, Disposed 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)		Date, if	Code (Instr. 3, 4 and 5) r) (Instr. 8) (A)				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	or (D)	Price	(Instr. 3 and 4)			
common stock, par value \$.50	07/06/2012			F		14,067 (1)	D	\$ 20.08	386,115	D		
common stock, par value \$.50	07/06/2012			М		33,000	А	\$ 13.3	419,115	D		
common stock, par value \$.50	07/06/2012			F		26,560	D	\$ 20.08	392,555	D		

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.

# 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. Transacti Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 13.3	07/06/2012		М	33,000	(2)	07/06/2016	common stock	33,000

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
MANLY ROBERT W 200 COMMERCE STREET SMITHFIELD, VA 23430			Executive Vice President & CFO				
Signatures							
/s/ Michael H. Cole, as attorney-in-fact		07/10/20	0/2012				
**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).

On July 6, 2009, the reporting person was granted 100,000 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 16,

- (1) 2011, the pre-established performance goal for this award was met and 33% of the PSU's vested immediately, and another 33% vested on July 6, 2011. The remainder vested on July 6, 2012. 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 July 6, 2012.
- (2) The option vested in three equal annual installments beginning on July 6, 2010.

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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