

SMITHFIELD FOODS INC

Form 4

September 27, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
SULLIVAN KENNETH M

(Last) (First) (Middle)

200 COMMERCE ST.

(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)

06/07/2012

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)

Sr. Vice President & C.A.O.

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 Indirect Beneficial Ownership (Instr. 4)
common stock, par value \$.50	06/07/2012		A	(A) 12,646 (1)	\$ 0 20,088 (2)	D	
common stock, par value \$.50	09/26/2013		D	20,088	\$ 34 (3) 0	D	
common stock, par value \$.50	09/26/2013		D	565.74	\$ 34 (3) 0	I	By 401(K) Plan

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

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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 A of Underlying Securities (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Employee Stock Option (right to buy)	\$ 20.67	09/26/2013		D		20,000		(4)	06/18/2019	common stock
Employee Stock Option (right to buy)	\$ 21.94	09/26/2013		D		25,000		(4)	06/20/2018	common stock
Employee Stock Option (right to buy)	\$ 15.43	09/26/2013		D		15,000		(4)	06/21/2017	common stock
Employee Stock Option (right to buy)	\$ 13.3	09/26/2013		D		10,000		(4)	07/06/2016	common stock
Employee Stock Option (right to buy)	\$ 23.75	09/26/2013		D		7,500	06/16/2013	06/16/2018		common stock
Employee Stock Option (right to buy)	\$ 32.4	09/26/2013		D		5,000	06/11/2012	06/11/2017		common stock
Employee Stock Option (right to buy)	\$ 31.86	09/26/2013		D		2,000	06/02/2010	06/02/2015		common stock
Performance Share Units	(6)	09/26/2013		A	30,000			(6)	(6)	common stock
Performance Share Units	(6)	09/26/2013		D		30,000		(6)	(6)	common stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN KENNETH M 200 COMMERCE ST. SMITHFIELD, VA 23430			Sr. Vice President & C.A.O.	

## Signatures

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

09/26/2013

\_\_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 6,323 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 6,323 RSUs representing the Company match on such deferral, subject to three year cliff-vesting.
  - (2) Reflects the total number of shares as of immediately prior to the transaction reported on the line below.
  - (3) Pursuant to the merger agreement, dated as of May 28, 2013, among Smithfield Foods, Inc., Shuanghui International Holdings Limited and Sun Merger Sub, Inc., these shares were cancelled and converted into the right to receive an amount in cash equal to \$34.00 per share.
  - (4) Pursuant to the merger agreement, these options (which provided for ratable vesting over a three-year period beginning on the grant date) were cancelled and converted into the right to receive an amount in cash equal to the product of (i) the number of shares of common stock subject to such options and (ii) the excess of \$34.00 over the exercise price of the options.
  - (5) Pursuant to the merger agreement, these options were cancelled and converted into the right to receive an amount in cash equal to the product of (i) the number of shares of common stock subject to such options and (ii) the excess of \$34.00 over the exercise price of the options.
  - (6) On June 11, 2013, the reporting person was granted an award with a target amount of 30,000 performance share units (PSUs) under the Company's 2008 Incentive Compensation Plan. Pursuant to the terms of the award and the merger agreement, these PSUs vested at the target amount as of the effective time of the merger and were converted into the right to receive an amount in cash equal to \$34.00 per PSU.

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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