

GODWIN JERRY H
Form 4
March 08, 2007

FORM 4

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

OMB APPROVAL

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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 *
GODWIN JERRY H

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)
C/O 200 COMMERCE STREET

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President of Murphy-Brown, LLC

(Street)
SMITHFIELD, VA 23430

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	03/06/2007		M		66,400	A	\$ 13.22
common stock, par value \$.50	03/06/2007		S		66,400	D	\$ 29 0
common stock, par value \$.50	03/07/2007		M		83,600	A	\$ 13.22
common stock, par	03/07/2007		M		29,600	A	\$ 18.2
					113,200	D	

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value \$.50							
common stock, par value \$.50	03/07/2007	S	14,900	D	\$ 28.84	98,300	D
common stock, par value \$.50	03/07/2007	S	100	D	\$ 28.85	98,200	D
common stock, par value \$.50	03/07/2007	S	65,400	D	\$ 28.9	32,800	D
common stock, par value \$.50	03/07/2007	S	900	D	\$ 28.91	31,900	D
common stock, par value \$.50	03/07/2007	S	1,600	D	\$ 28.92	30,300	D
common stock, par value \$.50	03/07/2007	S	2,100	D	\$ 28.93	28,200	D
common stock, par value \$.50	03/07/2007	S	23,300	D	\$ 29	4,900	D
common stock, par value \$.50	03/07/2007	S	400	D	\$ 29.01	4,500	D
common stock, par value \$.50	03/07/2007	S	1,800	D	\$ 29.03	2,700	D
common stock, par value \$.50	03/07/2007	S	800	D	\$ 29.04	1,900	D
common stock, par value \$.50	03/07/2007	S	1,900	D	\$ 29.05	0	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.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
See footnote <u>(1)</u>	\$ 13.22	03/06/2007		M		66,400	06/06/2005 06/06/2010	common stock	66,400
See footnote <u>(1)</u>	\$ 13.22	03/07/2007		M		83,600	06/06/2005 06/06/2010	common stock	83,600
See footnote <u>(1)</u>	\$ 18.2	03/07/2007		M		29,600	05/30/2006 05/30/2011	common stock	29,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GODWIN JERRY H C/O 200 COMMERCE STREET SMITHFIELD, VA 23430			President of Murphy-Brown, LLC	

Signatures

/s/Michael H. Cole as Attorney
in Fact

03/08/2007

**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) Employee Stock Option (right to buy)

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.