

SMITHFIELD FOODS INC

Form 4

September 27, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SEBRING JOSEPH B

(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)
09/26/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

President of John Morrell & Co

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
common stock, par value \$.50	09/26/2013		D	124,217	D		

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

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information contained in this form are not
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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)**

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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 A of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 21.94	09/26/2013		D			25,000	<u>(2)</u>	06/20/2018	common stock
Employee Stock Option (right to buy)	\$ 15.43	09/26/2013		D			8,334	<u>(2)</u>	06/21/2017	common stock
Employee Stock Option (right to buy)	\$ 23.75	09/26/2013		D			10,000	06/16/2013	06/16/2018	common stock
Performance Share Units	<u>(4)</u>	09/26/2013		A		12,000		<u>(4)</u>	<u>(4)</u>	common stock
Performance Share Units	<u>(4)</u>	09/26/2013		D		12,000		<u>(4)</u>	<u>(4)</u>	common stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SEBRING JOSEPH B C/O 200 COMMERCE STREET SMITHFIELD, VA 23430	President of John Morrell & Co

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).
- (1) 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.
- Pursuant to the merger agreement, these options (which provided for ratable vesting over a three-year period beginning on the grant date)
- (2) 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.
- (3) 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

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options.

- (4) On June 11, 2013, the reporting person was granted an award with a target amount of 12,000 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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