

Simon Chantal D  
Form 4  
January 29, 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 \*  
Simon Chantal D

2. Issuer Name and Ticker or Trading Symbol  
People's United Financial, Inc.  
[PBCT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
PEOPLE'S UNITED BANK, 850  
MAIN STREET

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/25/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sr. EVP & Chief Risk Officer

(Street)  
BRIDGEPORT, CT 06604

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 (D) Price			
Common Stock	01/25/2013		F	1,076 (1) D 12.488 (2)	60,003 (3)	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.**

SEC 1474 (9-02)

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

## Edgar Filing: Simon Chantal D - Form 4

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Simon Chantal D PEOPLE'S UNITED BANK 850 MAIN STREET BRIDGEPORT, CT 06604			Sr. EVP & Chief Risk Officer	

## Signatures

/s/ Chantal D.  
Simon 01/28/2013

\*\*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) Represents shares withheld in payment of taxes due on vesting of restricted shares.
- (2) Price reported is the average of the high and low prices for the common stock as reported by the NASDAQ Stock Market on the transaction date.
- (3) Includes 984 shares owned indirectly through the People's United Financial, Inc. Employee Stock Ownership Plan (including 18 shares acquired through dividend reinvestment). Information is based on 12/31/12 Plan statement.

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. IN SHARES [x](SEE INSTRUCTIONS) 11.PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 3.4% 12.TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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**Item 1 (a). Name of Issuer:**

Smithfield Foods, Inc. (the Issuer )

**Item 1 (b). Address of Issuer s Principal Executive Offices:**

200 Commerce Street, Smithfield, VA 23430

**Item 2 (a). Name of Person Filing:**

This statement is being filed by the following persons with respect to the shares of common stock ( Common Stock ) of the Issuer directly owned by Highfields Capital I LP ( Highfields I ), Highfields Capital II LP ( Highfields II ) and Highfields Capital III L.P. ( Highfields III and, together with Highfields I and Highfields II, the Funds ):

- (i) Highfields Capital Management LP, a Delaware limited partnership ( Highfields Capital Management ) and investment manager to each of the Funds;
- (ii) Highfields GP LLC, a Delaware limited liability company ( Highfields GP ) and the General Partner of Highfields Capital Management;
- (iii) Highfields Associates LLC, a Delaware limited liability company ( Highfields Associates ) and the General Partner of the Funds;
- (iv) Jonathon S. Jacobson, a Managing Member of Highfields GP and a Senior Managing Member of Highfields Associates;
- (v) Richard L. Grubman, a Managing Member of Highfields GP and a Senior Managing Member of Highfields Associates;
- (vi) Highfields I, a Delaware limited partnership;
- (vii) Highfields II, a Delaware limited partnership; and
- (viii) Highfields III, an exempted limited partnership organized under the laws of the Cayman Islands.

Highfields Capital Management, Highfields GP, Highfields Associates, Mr. Jacobson, Mr. Grubman, Highfields I, Highfields II and Highfields III are sometimes individually referred to herein as a Reporting Person and collectively as the Reporting Persons.

**Item 2 (b). Address of Principal Business Office or, if None, Residence:**

Address for Highfields Capital Management, Highfields GP, Highfields Associates,  
Mr. Jacobson, Mr. Grubman, Highfields I and Highfields II:

c/o Highfields Capital Management LP

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John Hancock Tower  
200 Clarendon Street, 59th Floor  
Boston, Massachusetts 02116

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Address for Highfields III:

c/o Goldman Sachs (Cayman) Trust, Limited  
Suite 3307, Gardenia Court  
45 Market Street, Camana Bay  
P.O. Box 896  
Grand Cayman KY1-1103  
Cayman Islands

**Item 2 (c). Citizenship:**

Highfields Capital Management Delaware  
Highfields GP Delaware  
Highfields Associates Delaware  
Jonathon S. Jacobson United States  
Richard L. Grubman United States  
Highfields I Delaware  
Highfields II Delaware  
Highfields III Cayman Islands

**Item 2 (d). Title of Class of Securities:**

Common Stock, \$0.50 par value

**Item 2 (e). CUSIP Number:**

832248108

**Item 3.** Not applicable.

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**Item 4. Ownership.**

For Highfields Capital Management, Highfields GP, Highfields Associates, Mr. Jacobson and Mr. Grubman:

- (a) Amount beneficially owned: 8,548,507 shares of Common Stock
- (b) Percent of class: 5.2 %
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: 8,548,507
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 8,548,507
  - (iv) Shared power to dispose or to direct the disposition of: 0

For Highfields I:

- (a) Amount beneficially owned: 642,573 shares of Common Stock
- (b) Percent of class: 0.4 %
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: 642,573
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 642,573
  - (iv) Shared power to dispose or to direct the disposition of: 0

For Highfields II:

- (a) Amount beneficially owned: 2,247,384 shares of Common Stock
- (b) Percent of class: 1.4 %
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: 2,247,384

- (ii) Shared power to vote or to direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of: 2,247,384
- (iv) Shared power to dispose or to direct the disposition of: 0

For Highfields III:

- (a) Amount beneficially owned: 5,658,550 shares of Common Stock
  - (b) Percent of class: 3.4 %
  - (c) Number of shares as to which such person has:
    - (i) Sole power to vote or to direct the vote: 5,658,550
    - (ii) Shared power to vote or to direct the vote: 0
    - (iii) Sole power to dispose or to direct the disposition of: 5,658,550
    - (iv) Shared power to dispose or to direct the disposition of: 0
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**Item 5. Ownership of Five Percent or Less of a Class.**

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

The shares of Common Stock beneficially owned by Highfields Capital Management, Highfields GP, Highfields Associates, Mr. Jacobson and Mr. Grubman are directly owned by the Funds. Highfields Capital Management serves as the investment manager to each of the Funds. Each of Highfields Capital Management, Highfields GP, Highfields Associates, Mr. Jacobson and Mr. Grubman has the power to direct the dividends from or the proceeds of the sale of the shares of Common Stock owned by the Funds.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

See Exhibit 1 attached hereto.

Each Reporting Person disclaims beneficial ownership of the shares of Common Stock beneficially owned by the other Reporting Persons.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 16, 2010

Date

HIGHFIELDS CAPITAL MANAGEMENT LP

By: Highfields GP LLC, its General Partner

/s/ Joseph F. Mazzella

Signature

Joseph F. Mazzella, Authorized Signatory

Name/Title

HIGHFIELDS GP LLC

/s/ Joseph F. Mazzella

Signature

Joseph F. Mazzella, Authorized Signatory

Name/Title

HIGHFIELDS ASSOCIATES LLC

/s/ Joseph F. Mazzella

Signature

Joseph F. Mazzella, Authorized Signatory

Name/Title

JONATHON S. JACOBSON

/s/ Joseph F. Mazzella

Signature

Joseph F. Mazzella, Authorized Signatory

Name/Title

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RICHARD L. GRUBMAN

/s/ Joseph F. Mazzella  
Signature

Joseph F. Mazzella, Authorized Signatory  
Name/Title

HIGHFIELDS CAPITAL I LP

By: Highfields Associates LLC, its General Partner

/s/ Joseph F. Mazzella  
Signature

Joseph F. Mazzella, Authorized Signatory  
Name/Title

HIGHFIELDS CAPITAL II LP

By: Highfields Associates LLC, its General Partner

/s/ Joseph F. Mazzella  
Signature

Joseph F. Mazzella, Authorized Signatory  
Name/Title

HIGHFIELDS CAPITAL III L.P.

By: Highfields Associates LLC, its General Partner

/s/ Joseph F. Mazzella  
Signature

Joseph F. Mazzella, Authorized Signatory  
Name/Title

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EXHIBIT INDEX

Exhibit 1. List of Members of Group

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MEMBERS OF GROUP

Highfields Capital Management LP  
Highfields GP LLC  
Highfields Associates LLC  
Jonathon S. Jacobson  
Richard L. Grubman  
Highfields Capital I LP  
Highfields Capital II LP  
Highfields Capital III L.P.

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