Edgar Filing: GOLDBERG RAY A - Form 4

GOLDBERG F	RAY A										
Form 4 December 29, 2	2006										
	л								PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								N OMB Number:	3235-0287		
Check this b if no longer subject to Section 16. Form 4 or Form 5 obligations may continu <i>See</i> Instruction 1(b).	STATEN Filed put	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Janua 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 Expires:									
(Print or Type Res	ponses)										
1. Name and Address of Reporting Person <u>*</u> GOLDBERG RAY A			2. Issuer Name and Ticker or Trading Symbol SMITHFIELD FOODS INC [SFD]			5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (Middle)	3. Date of Earliest Transaction				(Che	eck all applicabl	e)		
C/O 200 COM	(Month/Day/Year) 12/27/2006			X_ Director 10% Owner Officer (give title Other (specify below) below)							
SMITHFIELD	4. If Amendment, Date Original Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by Form filed by	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zip)				~					
	. ,	-					Acquired, Disposed		-		
	Transaction Date Ionth/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Dispose (Instr. 3	(A) or d of (D) , 4 and 5) (A) or	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)		
Reminder: Report	on a separate line	e for each cl	ass of sec	urities bene	Pers info	ons who ream	or indirectly. spond to the colle tained in this forn ond unless the fo	n are not	SEC 1474 (9-02)		
					disp num		ntly valid OMB co	ontrol			

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

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	Derivative Security		Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	<u>(1)</u>	12/27/2006	А		257.9981		(2)	(2)	common stock	257.9981

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
GOLDBERG RAY A C/O 200 COMMERCE STREET SMITHFIELD, VA 23430	Х						
Signatures							
\s\Michael H. Cole, as attorney-in-fact	1	2/29/2006					
**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) 1 for 1

The phantom stock becomes payable in shares of Company common stock upon termination of service as a director either in a lump sum or in annual installments over a period of at least two years and not more than ten years as per the director's deferral election.

(2) Of infamiliar installinents over a period of at least two years and not more than ten years as per the director's deternal election.
 Notwithstanding the foregoing, after termination of service, the phantom stock may, at the election of the director, be converted into one or more "deemed investments" approved by the Company's Nominating and Governance Committee.

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.