SMITHFIELD FOODS INC

Form 4 May 09, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

5 Relationship of Reporting Person(s) to

January 31, 2005

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Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

1 Name and Address of Reporting Person *

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

See Instruction

1(b).

Stock

(Print or Type Responses)

MANLY RC	DBERT W	Symbol	Name and Ticker or Trading FIELD FOODS INC [SF	Issuer FD1	Issuer (Check all applicable)				
(Last)	(First) (M		Earliest Transaction) (Cho					
(Last)	(1·11st) (WI	(Month/D		Director	10% Owner				
200 COMMI	ERCE STREET	05/07/20	•	X_ Officer (gi	X_ Officer (give title Other (specify				
	(Street)	4. If Amer	ndment, Date Original	6. Individual or	6. Individual or Joint/Group Filing(Check				
	LD, VA 23430	Filed(Mon	nth/Day/Year)	•	_X_ Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	(State)	Zip) Table	e I - Non-Derivative Securiti	ies 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. 4. Securities Acc Transaction(A) or Disposed Code (D) (Instr. 8) (Instr. 3, 4 and 5	of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) Indirect Ownership (Instr. 4) (Instr. 4)				
Common	05/07/2007		A 61,835 A	<u>(1)</u> 78,835	D				

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date	11110	of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

MANLY ROBERT W 200 COMMERCE STREET SMITHFIELD, VA 23430

EVP and Interim CFO

Signatures

/s/Michael H. Cole, as 05/09/2007 Attorney-In-Fact

**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).

Received in exchange for 91,203 shares of Premium Standard Farms, Inc. ("PSF") common stock in connection with the merger (the "Merger") of KC2 Merger Sub, Inc. (a newly formed and wholly-owned subsidiary of Smithfield) with and into PSF with PSF becoming a wholly-owned subsidiary of Smithfield. Pursuant to the terms of the agreement governing the Merger, at the effective time of the Merger, each share of PSF common stock, subject to certain exceptions, was converted into the right to receive 0.678 of a share of Smithfield common stock and \$1.25 in cash. The effective time of the Merger occurred before the markets opened on May 7, 2007. The closing price on the trading day prior to the effective time of the Merger for PSF was \$21.82 and for Smithfield was \$30.79.

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.

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