SMITHFIELD FOODS INC

Form 4 January 24, 2008

FORM 4

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person FRIBOURG PAUL J	* 2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
	SMITHFIELD FOODS INC [SFD]	(Check all applicable)		
(Last) (First) (Middle)	3. Date of Earliest Transaction			
	(Month/Day/Year)	X Director 10% Owner		
C/O 200 COMMERCE STREET	01/23/2008	Officer (give title Other (specify below)		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
SMITHFIELD, VA 23430		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. Securi on(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	01/23/2008		P(2)	1,900	A	\$ 24.01	9,927,085	I (1)	see footnote #1
Common Stock	01/23/2008		P(2)	900	A	\$ 24.02	9,927,985	I (1)	see footnote #1
Common Stock	01/23/2008		P(2)	1,900	A	\$ 24.03	9,929,885	I (1)	see footnote #1
Common Stock	01/23/2008		P(2)	500	A	\$ 24.04	9,930,385	I (1)	see footnote #1

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Common Stock	01/23/2008	P(2)	400	A	\$ 24.05	9,930,785	I (1)	see footnote #1
Common Stock	01/23/2008	P(2)	1,200	A	\$ 24.06	9,931,985	I (1)	see footnote #1
Common Stock	01/23/2008	P(2)	200	A	\$ 24.07	9,932,185	I (1)	see footnote #1
Common Stock	01/23/2008	P(2)	300	A	\$ 24.09	9,932,485	I (1)	see footnote #1
Common Stock	01/23/2008	P(2)	2,500	A	\$ 24.1	9,934,985	I (1)	see footnote #1
Common Stock	01/23/2008	P(2)	700	A	\$ 24.11	9,935,685	I (1)	see footnote #1
Common Stock	01/23/2008	P(2)	1,200	A	\$ 24.13	9,936,885	I (1)	see footnote #1
Common Stock	01/23/2008	P(2)	1,000	A	\$ 24.14	9,937,885	I (1)	see footnote #1
Common Stock	01/23/2008	P(2)	3,100	A	\$ 24.15	9,940,985	I (1)	see footnote #1
Common Stock	01/23/2008	P(2)	600	A	\$ 24.16	9,941,585	I (1)	see footnote #1
Common Stock	01/23/2008	P(2)	2,800	A	\$ 24.17	9,944,385	I (1)	see footnote #1
Common Stock	01/23/2008	P(2)	500	A	\$ 24.18	9,944,885	I (1)	see footnote #1
Common Stock	01/23/2008	P(2)	1,578	A	\$ 24.2	9,946,463	I (1)	see footnote #1
Common Stock	01/23/2008	P(2)	2,600	A	\$ 24.21	9,949,063	I (1)	see footnote #1
Common Stock	01/23/2008	P(2)	2,000	A	\$ 24.22	9,951,063	I (1)	see footnote

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								#1
Common Stock	01/23/2008	P(2)	1,300	A	\$ 24.23	9,952,363	I (1)	see footnote #1
Common Stock	01/23/2008	P(2)	1,000	A	\$ 24.24	9,953,363	I (1)	see footnote #1
Common Stock	01/23/2008	P(2)	1,400	A	\$ 24.25	9,954,763	I (1)	see footnote #1
Common Stock	01/23/2008	P(2)	2,000	A	\$ 24.26	9,956,763	I (1)	see footnote #1
Common Stock	01/23/2008	P(2)	1,800	A	\$ 24.27	9,958,563	I (1)	see footnote #1
Common Stock	01/23/2008	P(2)	400	A	\$ 24.28	9,958,963	I (1)	see footnote #1
Common Stock	01/23/2008	P(2)	300	A	\$ 24.29	9,959,263	I (1)	see footnote #1
Common Stock	01/23/2008	P(2)	2,622	A	\$ 24.3	9,961,885	I (1)	see footnote #1
Common Stock	01/23/2008	P(2)	3,300	A	\$ 24.31	9,965,185	I (1)	see footnote #1
Common Stock	01/23/2008	P(2)	100	A	\$ 24.35	9,965,285	I (1)	see footnote #1

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

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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.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Own

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Security Acquired (A) or Disposed of (D)

(Instr. 3, 4, and 5)

Code V (A) (D) Date

Exercisable Date

Expiration Title Amount or

Follo

Repo

Trans

(Insti

Number of Shares

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Director Other FRIBOURG PAUL J X

C/O 200 COMMERCE STREET SMITHFIELD, VA 23430

Signatures

/s/ Michael H. Cole, as Attorney-in-Fact

01/24/2008

**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).

The shares listed as indirectly owned in the table above are shares owned directly by ContiGroup Companies, Inc. ("ContiGroup"). Mr. Fribourg may be deemed to share voting and investment power with respect to the shares of common stock owned directly by ContiGroup

- by virtue of being the Chairman, Chief Executive Officer and President of ContiGroup. In addition, Mr. Fribourg is one of the co-trustees and in one case, a beneficiary, of various trusts established for the benefit of certain members of Mr. Fribourg's family that collectively control a majority interest in ContiGroup. Mr. Fribourg disclaims beneficial ownership with respect to all of these shares except to the extent of his pecuniary interest.
- (2) The purchases reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by ContiGroup on October 12, 2007.

Remarks:

Form 1 of 2

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Reporting Owners 4