

SMITHFIELD FOODS INC
Form 4
October 10, 2008

FORM 4

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

OMB APPROVAL

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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 *
FRIBOURG PAUL J

2. Issuer Name and Ticker or Trading Symbol
SMITHFIELD FOODS INC [SFD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O 200 COMMERCE STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/08/2008

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

SMITHFIELD, VA 23430

(City) (State) (Zip)

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

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)
common stock, par value \$.50	10/08/2008		P	V Amount (A) or (D) Price \$ 12.37 (1) (2)	50,200 (4)	I	see footnote below (4)
common stock, par value \$.50	10/08/2008		P	V Amount (A) or (D) Price \$ 13.11 (1) (3)	73,300 (4)	I	see footnote below (4)
common stock, par value \$.50					10,356,585 (5)	I	see below footnote (5)
common stock, par value \$.50					78,556	D	

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

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(9-02)

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

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...)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIBOURG PAUL J C/O 200 COMMERCE STREET SMITHFIELD, VA 23430	X			

Signatures

/s/ Michael H. Cole, as Attorney-in-Fact 10/10/2008

___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).
- (1) The Reporting Person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (2) The range of prices for the sale transactions reported in this line was \$12.19 to \$12.50.
 - (3) The range of prices for the sale transactions reported in this line was \$12.53 to \$13.50.
 - (4) The shares listed as indirectly owned on this line are owned directly by Arlon Opportunities Investors LP (?AOI?). Continental Grain Company (?CGC?) is the managing member of the general partner of AOI. CGC directly and through one of its subsidiaries holds a controlling interest in AOI. The Reporting Person may be deemed to share voting and investment power with respect to the shares of common stock owned directly by AOI by virtue of being the Chairman, Chief Executive Officer and President of CGC. In addition, the

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Reporting Person is one of the co-trustees and in one case, the beneficiary, of various trusts established for the benefit of certain members of the Reporting Person's family that collectively control a majority interest in CGC. The Reporting Person disclaims beneficial ownership with respect to all of these shares except to the extent of his pecuniary interest.

- (5) The shares listed as indirectly owned on this line are shares owned directly by CGC. The Reporting Person may be deemed to share voting and investment power with respect to the shares of common stock owned directly by CGC by virtue of being the Chairman, Chief Executive Officer and President of CGC. In addition, the Reporting Person is one of the co-trustees and in one case, a beneficiary, of various trusts established for the benefit of certain members of the Reporting Person's family that collectively control a majority interest in CGC. The Reporting Person disclaims beneficial ownership with respect to all of these shares except to the extent of his pecuniary interest.

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.