

SMITHFIELD FOODS INC

Form 4

September 27, 2013

**FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BROWN MICHAEL E.**

(Last) (First) (Middle)

**C/O 200 COMMERCE  
STREET, ANNEX**

(Street)

**SMITHFIELD, VA 23430**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
**SMITHFIELD FOODS INC [SFD]**3. Date of Earliest Transaction  
(Month/Day/Year)  
**09/26/2013**4. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

President of Farmland Foods

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| common<br>stock, par<br>value \$.50   | 09/26/2013                              |   | D                                    | 48,064  | D  |  |   |
| common<br>stock, par<br>value \$.50   | 09/26/2013                              |   | D                                    | 2,791.67  | D  | I  | Held in<br>401(K)   |

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

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information contained in this form are not  
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SEC 1474  
(9-02)

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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 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 A of Underlying Securities (Instr. 3 and 4) |                 |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|--------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)    | Date Exercisable   | Expiration Date | Title        |
| Employee Stock Option (right to buy)       | \$ 21.94   | 09/26/2013                           |  | D                              |   |  | 25,000 | <u>(2)</u>   | 06/20/2018      | common stock |
| Employee Stock Option (right to buy)       | \$ 15.43   | 09/26/2013                           |  | D                              |   |  | 10,000 | <u>(2)</u>   | 06/21/2017      | common stock |
| Employee Stock Option (right to buy)       | \$ 13.3  | 09/26/2013                           |  | D                              |   |  | 15,000 | <u>(2)</u>   | 07/06/2016      | common stock |
| Employee Stock Option (right to buy)       | \$ 23.75   | 09/26/2013                           |  | D                              |   |  | 10,000 | 06/16/2013   | 06/16/2018      | common stock |
| Employee Stock Option (right to buy)       | \$ 32.4  | 09/26/2013                           |  | D                              |   |  | 25,000 | 06/11/2012   | 06/11/2017      | common stock |
| Performance Share Units                    | <u>(4)</u>   | 09/26/2013                           |  | A                              |   |  | 12,000 | <u>(4)</u>   | <u>(4)</u>      | common stock |
| Performance Share Units                    | <u>(4)</u>   | 09/26/2013                           |  | D                              |   |  | 12,000 | <u>(4)</u>   | <u>(4)</u>      | common stock |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| BROWN MICHAEL E.<br>C/O 200 COMMERCE STREET<br>ANNEX<br>SMITHFIELD, VA 23430 | President of Farmland Foods      |

## Signatures

/s/ by Michael H. Cole, as  
attorney-in-fact

09/26/2013

\_\_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) Pursuant to the merger agreement, dated as of May 28, 2013, among Smithfield Foods, Inc., Shuanghui International Holdings Limited and Sun Merger Sub, Inc., these shares were cancelled and converted into the right to receive an amount in cash equal to \$34.00 per share.

(2) Pursuant to the merger agreement, these options (which provided for ratable vesting over a three-year period beginning on the grant date) were cancelled and converted into the right to receive an amount in cash equal to the product of (i) the number of shares of common stock subject to such options and (ii) the excess of \$34.00 over the exercise price of the options.

(3) Pursuant to the merger agreement, these options were cancelled and converted into the right to receive an amount in cash equal to the product of (i) the number of shares of common stock subject to such options and (ii) the excess of \$34.00 over the exercise price of the options.

(4) On June 11, 2013, the reporting person was granted an award with a target amount of 12,000 performance share units (PSUs) under the Company's 2008 Incentive Compensation Plan. Pursuant to the terms of the award and the merger agreement, these PSUs vested at the target amount as of the effective time of the merger and were converted into the right to receive an amount in cash equal to \$34.00 per PSU.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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