

SEABOARD CORP /DE/
Form 4
October 20, 2005

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 *
BRESKY H HARRY

(Last) (First) (Middle)

822 BOYLSTON STREET, SUITE 301

(Street)

CHESTNUT HILL, MA 02467

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SEABOARD CORP /DE/ [SEB]

3. Date of Earliest Transaction (Month/Day/Year)
10/18/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President and CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/18/2005 | | J ⁽¹⁾ | | 6,313.34 | A | \$ 1,317.44 |
| | | | | | | | 904,844.24 |
| | | | | | | | I |
| | | | | | | | See footnote 2 below. |
| | | | | | | | <u>(2)</u> |

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 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. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BRESKY H HARRY 822 BOYLSTON STREET SUITE 301 CHESTNUT HILL, MA 02467 | X | X | President and CEO | |

Signatures

/s/ H. H. Bresky 10/18/2005

**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) On 10/18/05, Seaboard Flour LLC ("SFLLC") became entitled to receive 6,313.34 shares of Issuer pursuant to an "earn-out" provision in a reorganization agreement ("Agreement") dated 10/18/02, between Issuer and SFLLC (successor Seaboard Flour Corporation). The Agreement provides that SFLLC will periodically receive additional shares of Issuer, for no additional consideration, based on formula set forth in the Agreement. The 6,313.34 shares of common stock of Issuer ("Issuer's Shares") to which this Form 4 applies, were determined on 10/18/05 after completion of review provisions of the Agreement and is based on the per share closing price of Issuer's Shares on The American Stock Exchange for each of the regular trading sessions between 9/19/05 and 9/30/05. SFLLC's right to receive additional Issuer's Shares, including 6,313.34 shares to which this Form 4 applies, became fixed and irrevocable on 10/18/02, the effective date of the transactions contemplated pursuant to the Agreement.

(2) Consists of 5,611 shares held directly by Reporting Perons ("RP"), 893,948.24 shares, including 6,313.34 shares relating to transaction reported on this Form, that RP may be deemed to beneficially own indirectly through SFLLC and 5,285 shares that RP may be deemed to beneficially own indirectly through RP's wife. Except for certain annuities from various trusts for the benefit of the RP's wife and/or issue (which trusts hold common units of SFLLC), RP disclaims beneficial ownership of securities held through SFLLC and this report shall not be deemed an admission that the RP is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or for any other purpose. The RP disclaims beneficial ownership of securities held through RP's wife, and this report shall not be deemed an admission that RP is the beneficial owner of such securities for purposes of Section 16 of the Exchange Act or for any other purpose.

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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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