SMITHFIELD FOODS INC

Form 4

January 28, 2008

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Add FRIBOURG P	•	ing Person *	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)	3. Date of Earliest Transaction	(Check an apphendic)		
C/O 200 COM	MERCE ST	ГREET	(Month/Day/Year) 01/24/2008	X_ Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SMITHFIELD	, VA 23430)	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3,	sposed	of (D)	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	01/24/2008		P(2)	100	A	\$ 24.31	9,995,285	I (1)	see footnote #1
Common Stock	01/24/2008		P(2)	400	A	\$ 24.32	9,995,685	I (1)	see footnote #1
Common Stock	01/24/2008		P(2)	400	A	\$ 24.33	9,996,085	I (1)	see footnote #1
Common Stock	01/24/2008		P(2)	500	A	\$ 24.35	9,996,585	I (1)	see footnote #1

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Common Stock	01/24/2008	P(2)	200	A	\$ 24.39	9,996,785	I (1)	see footnote #1
Common Stock	01/24/2008	P(2)	900	A	\$ 24.4	9,997,685	I (1)	see footnote #1
Common Stock	01/24/2008	P(2)	3,000	A	\$ 24.57	10,000,685	I (1)	see footnote #1
Common Stock	01/24/2008	P(2)	1,200	A	\$ 24.58	10,001,885	I (1)	see footnote #1
Common Stock	01/24/2008	P(2)	1,100	A	\$ 24.59	10,002,985	I (1)	see footnote #1
Common Stock	01/24/2008	P(2)	200	A	\$ 24.6	10,003,185	I (1)	see footnote #1
Common Stock	01/24/2008	P(2)	600	A	\$ 24.61	10,003,785	I (1)	see footnote #1
Common Stock	01/24/2008	P(2)	800	A	\$ 24.62	10,004,585	I (1)	see footnote #1
Common Stock	01/24/2008	P(2)	2,800	A	\$ 24.63	10,007,385	I (1)	see footnote #1
Common Stock	01/24/2008	P(2)	100	A	\$ 24.64	10,007,485	I (1)	see footnote #1
Common Stock	01/24/2008	P(2)	1,800	A	\$ 24.65	10,009,285	I (1)	see footnote #1
Common Stock	01/24/2008	P(2)	700	A	\$ 24.66	10,009,985	I (1)	see footnote #1
Common Stock	01/24/2008	P(2)	2,600	A	\$ 24.67	10,012,585	I (1)	see footnote #1
Common Stock	01/24/2008	P(2)	3,500	A	\$ 24.68	10,016,085	I (1)	see footnote #1
Common Stock	01/24/2008	P(2)	200	A	\$ 24.69	10,016,285	I (1)	see footnote

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								#1
Common Stock	01/24/2008	P(2)	10,400	A	\$ 24.7	10,026,685	I (1)	see footnote #1
Common Stock	01/24/2008	P(2)	2,300	A	\$ 24.71	10,028,985	I (1)	see footnote #1
Common Stock	01/24/2008	P(2)	3,100	A	\$ 24.72	10,032,085	I (1)	see footnote #1
Common Stock	01/24/2008	P(2)	3,600	A	\$ 24.73	10,035,685	I (1)	see footnote #1
Common Stock	01/24/2008	P(2)	9,021	A	\$ 24.74	10,044,706	I (1)	see footnote #1
Common Stock	01/24/2008	P(2)	479	A	\$ 24.75	10,045,185	I (1)	see footnote #1
Common Stock	01/25/2008	P(2)	1,900	A	\$ 24.31	10,047,085	I (1)	see footnote #1
Common Stock	01/25/2008	P(2)	400	A	\$ 24.32	10,047,485	I (1)	see footnote #1
Common Stock	01/25/2008	P(2)	600	A	\$ 24.33	10,048,085	I (1)	see footnote #1
Common Stock	01/25/2008	P(2)	200	A	\$ 24.34	10,048,285	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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(9-02)

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)

of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount

Exercisable Date

or Number of Shares Follo

Repo

Trans

(Insti

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

FRIBOURG PAUL J
C/O 200 COMMERCE STREET X
SMITHFIELD, VA 23430

Signatures

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

01/28/2008

**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

- (1) 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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