#### Edgar Filing: SMITHFIELD FOODS INC - Form 4

SMITHFIELD FOODS INC Form 4 August 28, 2008									
FORM 4 UNITED		Wa	shington	, D.C. 2	0549	COMMISSIO	N OMB Number: Expires:	PPROVAL 3235-0287 January 31, 2005	
Subject to       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF       Estimated average         Subject to       SECURITIES       Estimated average         Section 16.       Form 4 or       Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,       Estimated average         Sobligations       Filed pursuant to Section 16(a) of the Public Utility Holding Company Act of 1935 or Section       30(h) of the Investment Company Act of 1940       Section 17(a)         1(b).       Section 17(a) of the Investment Company Act of 1940       Section 1940       Section 1940									
(Print or Type Responses)								<i>.</i>	
1. Name and Address of Reporting MURPHY WENDELL H		Symbol	r Name <b>an</b> IFIELD F		or Trading INC [SFD]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (1 C/O 200 COMMERCE STR	3. Date of Earliest Transaction (Month/Day/Year) 08/27/2008				(Check all applicable) <u></u> Director <u></u> Officer (give title below) <u></u> 10% Owner <u></u> Other (specify below)				
(Street) SMITHFIELD, VA 23430	4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State)	(Zip)	Tab	le I - Non-l	Derivativ	e Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Dispose (Instr. 3)	d (A) or d of (D) 4 and 5) (A) or	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)	
Reminder: Report on a separate line	e for each cla	uss of secu	urities bene	Pers infor requ	ons who res mation con ired to resp lays a curre	or indirectly. spond to the collectained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (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. Number	6. Date Exercisable and	7. Title and Amount	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	of Underlying	Derivat
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	Securities	Securit
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired		(Instr. 3 and 4)	(Instr.

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	Derivative Security				<ul> <li>(A) or</li> <li>Disposed of</li> <li>(D)</li> <li>(Instr. 3, 4, and 5)</li> </ul>						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	(1)	08/27/2008	А		1,500		(2)	(2)	common stock	1,500	\$ (

### **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
MURPHY WENDELL H C/O 200 COMMERCE STREET SMITHFIELD, VA 23430	Х						
Signatures							
/s/ Mark Roberts, Attorney-in-Fact	08/2	28/2008					

\*\*Signature of Reporting Person

## **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).

Date

(1) 1 for 1

The phantom stock becomes payable in shares of Company common stock upon termination of service as a director either in a lump sum or in annual installments over a period of at least two years and not more than ten years as per the director's deferral election.

(2) Of in annual instantients over a period of at least two years and not more than ten years as per the director's deternal election.
 Notwithstanding the foregoing, after termination of service, the phantom stock may, at the election of the director, be converted into one or more "deemed investments" approved by the Company's Nominating and Governance Committee.

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.