Edgar Filing: SBARRO JAMES C. - Form 4

SBARRO JAMES C. Form 4							
August 28, 2008				OMB A	PPROVAL		
UNITED	COMMISSION	OMB Number:	January 31, 2005 and average				
subject to	IENT OF CHA						
Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Section 16. 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 SBARRO JAMES C.	Symbol	er Name and Ticker or Trading HFIELD FOODS INC [SFD]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (1 200 COMMERCE STREET		of Earliest Transaction /Day/Year) 2008	Director 10% Owner X Officer (give title Other (specify below) below) President, Farmland Foods, Inc				
(Street) SMITHFIELD, VA 23430		nendment, Date Original onth/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) Ta	ble I - Non-Derivative Securities A	cquired, Disposed of,	or Beneficia	lly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	Securities Fo Beneficially (D Owned (I)	Ownership orm: Direct or Indirect hstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Report on a separate line	for each class of sec	curities beneficially owned directly o Persons who res information conta required to respo	r indirectly. pond to the collecti ained in this form a nd unless the form tly valid OMB conti	re not	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 of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	of Underlying
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	Securities

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of			(Instr. 3 and	4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Performance Share Units	<u>(1)</u>	08/27/2008		А		10,000		<u>(1)</u>	06/16/2013	common stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SBARRO JAMES C. 200 COMMERCE STREET SMITHFIELD, VA 23430			President, Farmland	d Foods, Inc			
Signatures							
/s/Michael H. Cole, as Attorney-In-Fact		08/28/2	008				
**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).

Each performance share unit represents a contingent right to receive one share of Smithfield common stock. The performance share units vest in 20% increments once the volume-weighted average of the closing price of Smithfield's common stock for 15 consecutive trading

vest in 20% increments once the volume-weighted average of the closing price of simulated s common stock for 15 consecutive trading days equals or exceeds \$26, \$32, \$38, \$44 and \$50. In addition, Mr. Sbarro must be employed by Smithfield one year from the date of grant for the performance share units to vest.

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.