Edgar Filing: SMITHFIELD FOODS INC - Form 4

SMITHFIELD FO	OODS INC											
Form 4												
September 09, 20	09											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL			
	UNITED		RITIES A shington	OMB Number:	3235-0287							
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.	STATEN Filed pur Section 17(F CHAN Section 1 Public U	IGES IN SECUI	Expires: Estimated burden hou response	irs per							
<i>See</i> Instruction 1(b).		50(II)		ivesuiieii	t Compa	ily Act of 1	940					
(Print or Type Respor	nses)											
1. Name and Address of Reporting Person <u>*</u> MURPHY WENDELL H			2. Issue Symbol	er Name an	d Ticker of	r Trading	5. Relationship of Reporting Person(s) to Issuer					
			SMITH	IFIELD H	FOODS I	NC [SFD]	(Check all applicable)					
(Last) ((I	Middle)	3. Date of Earliest Transaction				(Check an approace)					
C/O 200 COMMERCE STREET			(Month/I 09/04/2	Day/Year) 2009			X_ Director 10% Owner Officer (give title Other (specify below) below)					
(SMITHFIELD, V	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) (S	State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	cquired, Disposed o	f. or Beneficia	llv Owned			
	nsaction Date th/Day/Year)	2A. Deemo Execution any (Month/Da	ed Date, if	3. Transactic Code (Instr. 8)	4. Securi	ties (A) or of (D)	5. Amount of Securities I Beneficially (Owned (6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect			
Reminder: Report on	a separate line	e for each cla	ass of sec	urities bene	ficially ow	ned directly	or indirectly.					
					Perso inforr requi	ons who res nation con red to resp ays a curre	spond to the collect ained in this form ond unless the for ntly valid OMB cor	are not m	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 of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities Acquired	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	(A) or Disposed of		

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Derivative Security			(D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	<u>(1)</u>	09/04/2009	А		1,265.3374		(2)	(2)	common stock	1,265.33

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
MURPHY WENDELL H C/O 200 COMMERCE STREET SMITHFIELD, VA 23430	Х			
Signatures				
/s/ Michael H. Cole, as Attorney-in-fact		09/09/2009	9	
**Signature of Reporting Person		Date		
Evelopetion of Deer				

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) 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 defenance tection.
 (2) 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.