

SMITHFIELD FOODS INC  
Form 11-K  
June 28, 2006  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 11-K**

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**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**x ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF**  
**1934**

For the fiscal year ended December 31, 2005

OR

**“ TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT**  
**OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-15321

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**A. Full title of the plan and the address of the plan, if different from that of the issuer named below:**

**Smithfield Foods, Inc. 401(k) Plan**

**B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:**  
**Smithfield Foods, Inc.**

**200 Commerce Street**



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*Smithfield Foods, Inc. 401(k) Plan*

*Contents*

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|---|------------------|
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***Report of Independent Registered Public Accounting Firm***

Plan Administrator

***Smithfield Foods, Inc. 401(k) Plan***

We have audited the accompanying statements of net assets available for benefits of ***Smithfield Foods, Inc. 401(k) Plan*** as of December 31, 2005 and 2004, and the related statement of changes in net assets available for benefits for the year ended December 31, 2005. These financial statements and supplemental schedules are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2005 and 2004, and the changes in net assets available for benefits for the year ended December 31, 2005 in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of assets (held at end of year) and delinquent contributions are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Goodman & Company, L.L.P.

Norfolk, Virginia

May 3, 2006

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*Smithfield Foods, Inc. 401(k) Plan*

*Statements of Net Assets Available for Benefits*

| December 31,                             | 2005           | 2004           |
|--|----------------|----------------|
| <b>Investments</b>                       | \$ 186,049,301 | \$ 163,846,025 |
| <b>Receivables</b>                       |                |                |
| Participant Contributions                | 314,689        | 520,951        |
| Employer Contributions                   | 95,585         | 164,654        |
| <b>Total Receivables</b>                 | 410,274        | 685,605        |
| <b>Net assets available for benefits</b> | \$ 186,459,575 | \$ 164,531,630 |

*The accompanying notes are an integral part of these financial statements.*

**Table of Contents***Smithfield Foods, Inc. 401(k) Plan**Statement of Changes in Net Assets Available for Benefits***Year Ended December 31, 2005****Additions to net assets attributed to****Investment Income**

|   |                   |
|---|-------------------|
| Net appreciation in fair value of investments | \$ 3,037,592      |
| Interest and dividends                        | 6,972,211         |
|   | <b>10,009,803</b> |

**Contributions**

|             |            |
|-------------|------------|
| Participant | 18,233,704 |
| Employer    | 5,258,289  |
| Rollover    | 3,884,425  |

|                        |                   |
|------------------------|-------------------|
| <b>Total additions</b> | <b>27,376,418</b> |
|                        | <b>37,386,221</b> |

**Deductions from net assets attributed to**

|                               |            |
|-------------------------------|------------|
| Benefits paid to participants | 15,274,893 |
| Administrative fees           | 65,556     |

|                         |                   |
|-------------------------|-------------------|
| <b>Total deductions</b> | <b>15,340,449</b> |
|-------------------------|-------------------|

|  |                  |
|--|------------------|
| <b>Transfers between retirement plans, net</b> | <b>(117,827)</b> |
|--|------------------|

|                   |                   |
|-------------------|-------------------|
| <b>Net change</b> | <b>21,927,945</b> |
|-------------------|-------------------|

**Net assets available for benefits**

|                   |                |
|-------------------|----------------|
| Beginning of year | 164,531,630    |
| End of year       | \$ 186,459,575 |

*The accompanying notes are an integral part of these financial statements.*

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*Smithfield Foods, Inc. 401(k) Plan*

*Notes to Financial Statements*

**December 31, 2005 and 2004**

**1. Description of Plan**

The following description of the *Smithfield Foods, Inc. 401(k) Plan* (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions

**General**

The Plan is a defined contribution plan established by Smithfield Foods, Inc. The Plan is for the benefit of eligible employees of Smithfield Foods, Inc. and affiliated employers that have adopted the Plan (collectively, the Company). Eligibility requirements for 401(k) and matching contributions are 90 days of service and attainment of age 18. To be eligible for discretionary profit sharing contributions a participant must have completed a year of service, as defined, and attained age 18. The Plan excludes union employees and nonresident aliens. The Plan is subject to the provisions of the Employee Retirement Income Security Act (ERISA).

**Contributions**

Each year, participants may contribute up to 50 percent of pretax annual compensation, as defined in the Plan. The Company makes a matching contribution of 50 percent of the first 4 percent of compensation contributed by each participant. The Company may make a profit sharing contribution at the discretion of the board of directors. Participants direct the investment of all contributions into various investment options offered by the Plan. Contributions are subject to certain limitations.

**Participant Accounts**

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and (b) plan earnings and charged with an allocation of administrative expenses, where applicable. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Vesting**

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company contribution portion of their accounts is based on years of service, as defined. A participant is 100 percent vested after five years of credited service.

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### **Participant Loans**

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balances. Loan terms extend to five years for general purpose loans and to ten years for the purchase of a home. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25 percent to 11.5 percent, which are commensurate with local prevailing rates as determined by the plan administrator. Principal and interest are paid ratably through payroll deductions.

### **Payment of Benefits**

Generally, on termination of service a participant may elect to receive the value of the participant's vested interest in his or her account as a lump sum distribution.

### **Forfeitures**

As of December 31, 2005 forfeited nonvested accounts totaled \$503,776. These accounts will be used to reduce employer contributions and pay plan expenses.

## **2. Summary of Accounting Policies**

### **Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

### **Investment Valuation and Income Recognition**

The Plan's investments are primarily stated at fair value as determined by quoted market prices. Participant loans are valued at cost, which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

### **Payment of Benefits**

Benefits are recorded when paid.



**Table of Contents****3. Investments**

The following presents investments that represent 5 percent or more of the Plan's net assets.

|   | December 31,  |               |
|---|---------------|---------------|
|   | 2005          | 2004          |
| Calamos Growth Fund Class A, 233,973 and 203,948 shares, respectively                   | \$ 12,882,554 | \$ 10,805,148 |
| MFS Value Fund, 450,279 and 401,120 shares, respectively                                | 10,423,955    | 9,281,927     |
| Smithfield Foods, Inc. common stock, 887,097 and 860,739 shares, respectively           | 27,145,174    | 25,469,276    |
| Franklin Templeton Foreign Large Value Fund, 1,040,343 and 887,927 shares, respectively | 13,191,543    | 10,921,503    |
| Wells Fargo Advantage Small Cap Value, 319,373 shares                                   | 9,635,480     | *             |
| Wells Fargo Collective S&P 500 Index, 264,656 shares                                    | 14,018,811    | *             |
| Barclays Global Equity Index Fund, 1,253,557 shares                                     | *             | 13,939,557    |
| Strong Advisor Large Company Core Fund, 825,066 shares                                  | *             | 9,133,484     |
| Strong Large Company Growth Fund, 1,012,445 shares                                      | *             | 15,895,390    |
| Smithfield Stable Value Fund, 2,398,060 units   | 24,516,328    | *             |
| Wells Fargo Advantage Capital Growth (Admin), 1,005,966 shares                          | 17,020,945    | *             |
| Wells Fargo Collective Stable Return, 598,181 units                                     | *             | 22,132,685    |
| Wells Fargo Outlook 2020 (I), 831,776 and 721,462 shares, respectively                  | 11,694,768    | 9,855,171     |

\* Investment does not represent 5 percent of net assets available for benefits.

During 2005, the Plan's investments (including gains and losses on investments purchased and sold, as well as held during the year) appreciated in value as follows:

|                          |              |
|--------------------------|--------------|
| Mutual funds             | \$ 1,686,650 |
| Common collective trusts | 730,878      |
| Common stock             | 620,064      |
|                          | \$ 3,037,592 |

**4. Related Party Transactions**

The Plan invests in certain funds managed by and participant directed brokerage accounts held by Wells Fargo, N.A. Wells Fargo is also the trustee of the plan. The Plan also invests in Smithfield Foods, Inc. common stock. At December 31, 2005 and 2004, the Plan held 887,097 and 860,739 shares, respectively, of Smithfield Foods, Inc. common stock.

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**5. Tax Status**

The Internal Revenue Service has determined and informed the Company by letter dated January 30, 2004, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

**6. Transfer of Assets**

Transfer of assets between plans generally result from an employee, who participates in a Smithfield-sponsored retirement plan, changing employment status requiring a change in which Smithfield-sponsored plan the employee may participate. Transfer activity for the year ended December 31, 2005 is as follows:

|   |              |
|---|--------------|
| Assets transferred to the Plan from Smithfield Foods, Inc. Bargaining 401(k) Plan                 | \$ 29,455    |
| Assets transferred to the Plan from John Morrell & Co., Salaried Employees Incentive Savings Plan | 85,756       |
| Assets transferred to Smithfield Foods, Inc. Bargaining 401(k) Plan from the Plan                 | (195,867)    |
| Assets transferred to John Morrell & Co. Salaried Employees Incentive Savings Plan from the Plan  | (37,171)     |
|   | \$ (117,827) |

**7. Plan Termination**

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants would become 100 percent vested in their employer contributions.

**8. Risks and Uncertainties**

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

\* \* \* \* \*

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Supplemental Schedule I

*Smithfield Foods, Inc. 401(k) Plan*

*Schedule of Delinquent Contributions*

*Schedule H, Line 4a*

*EIN 52-0845861 Plan 002*

**December 31, 2005**

|                             | Total that constitute non-exempt prohibited transactions             |                             |   |   | Total fully corrected under VFC program and PTE 2002-51 |
|-----------------------------|--|-----------------------------|---|---|---|
| Contributions for plan year | Participant contributions transferred late to the plan for plan year | Contributions not corrected | Contributions corrected outside VFC program | Contributions pending correction in VFC program |   |
| 2004                        | \$ 81,507  | \$                          | \$ 81,507                                   | \$  | \$  |
| 2005                        | \$ 2,532   | \$ 2,532                    | \$  | \$  | \$  |

*Late contributions for 2005 were remitted by the plan sponsor in 2005. Lost earnings will be submitted into the plan in 2006.*

See report of independent registered public accounting firm.

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Supplemental

Schedule II

*Smithfield Foods, Inc. 401(k) Plan**Schedule of Assets (Held at End of Year)**Schedule H, Line 4i**EIN 52-0845861 Plan 002***December 31, 2005**

| Identity of issue,<br>borrower, lessor<br>or similar party | Description of investment<br>including maturity date, rate of interest,<br>collateral, par, or maturity value |  | Current<br>value      |
|--|---|--|-----------------------|
| * Wells Fargo  | 2,398,060   | units of Smithfield Stable Value Fund  | \$ 24,516,328         |
| * Wells Fargo  | 264,656   | units of WF/BGI S & P 500 Index High Balance   | 14,018,811            |
| * Smithfield Foods, Inc.                                   | 887,097   | shares of Smithfield Foods, Inc. common stock  | 27,145,174            |
| * Wells Fargo  | 1,005,966   | shares of Advantage Capital Growth   | 17,020,945            |
| Franklin Templeton   | 1,040,343   | shares of Franklin Templeton Foreign Fund  | 13,191,543            |
| Calamos  | 233,973   | shares of Calamos Growth Fund - Class A  | 12,882,554            |
| * Wells Fargo  | 831,776   | shares of Wells Fargo Outlook 2020 (I)   | 11,694,768            |
| MFS  | 450,279   | shares of Value Fund   | 10,423,955            |
| * Wells Fargo  | 319,373   | shares of Advantage Small Cap Value Fund   | 9,635,480             |
| Pimco  | 710,082   | shares of Pimco Total Return Fund  | 7,455,866             |
| * Wells Fargo  | 796,963   | shares of Advantage Large Company Core Fund  | 7,308,150             |
| Lord Abbett  | 262,052   | shares of Lord Abbett Mid-Cap Value Fund   | 5,872,590             |
| * Wells Fargo  | 442,915   | shares of Advantage Government Securities Fund   | 4,632,894             |
| * Wells Fargo  | 261,476   | shares of Wells Fargo Outlook 2030 (I)   | 3,854,158             |
| * Wells Fargo  | 270,801   | shares of Wells Fargo Outlook 2010 (I)   | 3,460,838             |
| * Wells Fargo  | 136,672   | shares of Wells Fargo Outlook 2040 (I)   | 2,230,493             |
| * Wells Fargo  | 105,450   | shares of Wells Fargo Outlook Today (I)  | 1,088,242             |
| American Funds   | 51,133  | shares of AMCap Fund (R4)  | 974,088               |
| Dreyfus  | 22,133  | shares of Dreyfus Appreciation Fund  | 879,793               |
| * Wells Fargo Investments, Inc.                            |   | Participant directed brokerage accounts  | 634,638               |
| American Century   | 48,252  | shares of Government Bond Fund (Inv)   | 506,166               |
| * Participant loans  |   | Maturing through June 2028, interest rate ranging from 4.25% to 11.50%,<br>secured by participant accounts | 6,621,827             |
|  |   |  | <b>\$ 186,049,301</b> |

MFS - Massachusetts Financial Services

\* - Identified as a party-in-interest

*See report of independent registered public accounting firm.*



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**SIGNATURES**

*The Plan.* Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefits plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

SMITHFIELD FOODS, INC. 401(k) PLAN

Smithfield Foods, Inc.  
(as Plan Administrator)

Date: June 28, 2006

By: /s/ Daniel G. Stevens  
Daniel G. Stevens  
Vice President and Chief Financial Officer

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**EXHIBIT INDEX**

**Exhibit**

| <b>Number</b> | <b>Description</b>                                       |
|---------------|--|
| 23            | Consent of Independent Registered Public Accounting Firm |

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