

SMITHFIELD FOODS INC
Form SC 13D/A
October 28, 2005
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

Smithfield Foods, Inc.

(Name of Issuer)

Common Stock, \$.50 par value

(Title of Class of Securities)

832248 95 9

(CUSIP Number)

Mark Roberts

P.O. Box 1087

Rose Hill, NC 28458

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 28, 2005

(Date of Event which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box. o

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. 832248 95 9

1 NAME OF REPORTING PERSON

Wendell H. Murphy

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

4,957,552

**NUMBER OF
SHARES**

8 SHARED VOTING POWER

BENEFICIALLY

0

**OWNED BY
EACH**

9 SOLE DISPOSITIVE POWER

REPORTING

3,596,637

**PERSON
WITH**

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,957,552

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.5%

14 TYPE OF REPORTING PERSON*

IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 832248 95 9

1 NAME OF REPORTING PERSON

Harry D. Murphy

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

1,526,985

**NUMBER OF
SHARES**

8 SHARED VOTING POWER

BENEFICIALLY

0

**OWNED BY
EACH**

9 SOLE DISPOSITIVE POWER

REPORTING

1,167,452

**PERSON
WITH**

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,526,985

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.0%

14 TYPE OF REPORTING PERSON*

IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 832248 95 9

1 NAME OF REPORTING PERSON

Joyce Murphy Minchew

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

1,698,125

**NUMBER OF
SHARES**

8 SHARED VOTING POWER

BENEFICIALLY

0

**OWNED BY
EACH**

9 SOLE DISPOSITIVE POWER

REPORTING

1,236,091

**PERSON
WITH**

10 SHARED DISPOSITIVE POWER

0

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,698,125

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.5%

14 TYPE OF REPORTING PERSON*

IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 832248 95 9

1 NAME OF REPORTING PERSON

Wendell H. Murphy, Jr.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

5,283,002

**NUMBER OF
SHARES**

8 SHARED VOTING POWER

BENEFICIALLY

0

**OWNED BY
EACH**

9 SOLE DISPOSITIVE POWER

REPORTING

3,259,949

**PERSON
WITH**

10 SHARED DISPOSITIVE POWER

0

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,283,002

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.8%

14 TYPE OF REPORTING PERSON*

IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 832248 95 9

1 NAME OF REPORTING PERSON

Wendy Murphy Crumpler

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

993,348

**NUMBER OF
SHARES**

8 SHARED VOTING POWER

BENEFICIALLY

0

**OWNED BY
EACH**

9 SOLE DISPOSITIVE POWER

REPORTING

692,855

**PERSON
WITH**

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

993,348

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.9%

14 TYPE OF REPORTING PERSON*

IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 832248 95 9

1 NAME OF REPORTING PERSON

Stratton K. Murphy

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

869,292

**NUMBER OF
SHARES**

8 SHARED VOTING POWER

BENEFICIALLY

0

**OWNED BY
EACH**

9 SOLE DISPOSITIVE POWER

REPORTING

546,741

**PERSON
WITH**

10 SHARED DISPOSITIVE POWER

0

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

869,292

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.8%

14 TYPE OF REPORTING PERSON*

IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 832248 95 9

1 NAME OF REPORTING PERSON

Marc D. Murphy

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

869,292

**NUMBER OF
SHARES**

8 SHARED VOTING POWER

BENEFICIALLY

0

**OWNED BY
EACH**

9 SOLE DISPOSITIVE POWER

REPORTING

546,741

**PERSON
WITH**

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

869,292

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.8%

14 TYPE OF REPORTING PERSON*

IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 832248 95 9

1 NAME OF REPORTING PERSON

Angela Norman Brown

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

545,346

**NUMBER OF
SHARES**

8 SHARED VOTING POWER

BENEFICIALLY

0

**OWNED BY
EACH**

9 SOLE DISPOSITIVE POWER

REPORTING

380,201

**PERSON
WITH**

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

545,346

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.5%

14 TYPE OF REPORTING PERSON*

IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 832248 95 9

This Amendment No. 4 to Schedule 13D relating to the common stock (the *Smithfield Common Stock*) of Smithfield Foods, Inc., a Virginia corporation (*Smithfield*), is being filed on behalf of Wendell H. Murphy, Harry D. Murphy, Joyce Murphy Minchew, Wendell H. Murphy, Jr., Wendy Murphy Crumpler, Stratton K. Murphy, Marc D. Murphy and Angela Norman Brown (each, a *Reporting Person* and, collectively, the *Reporting Persons*), to amend the Schedule 13D which was originally filed with the Securities and Exchange Commission (the *Commission*) on August 31, 2001 (the *Schedule 13D*), as amended by Amendment No. 1 to the Schedule 13D filed with the Commission on November 7, 2001, Amendment No. 2 to the Schedule 13D filed with the Commission on October 23, 2003, and Amendment No. 3 to the Schedule 13D filed with the Commission on July 14, 2004. Unless otherwise indicated, all capitalized terms used but not defined herein shall have the meanings set forth in the Schedule 13D. This Amendment No. 4 is being filed to report the disbanding of the Reporting Persons Section 13(d) group.

Item 4 Purpose of Transaction

Item 4 is supplemented as follows:

As a result of the January 28, 2005 expiration of both the Shareholders Agreement, dated January 28, 2000, by and among Smithfield and the Reporting Persons and the Registration Rights Agreement, dated January 28, 2000, by and among Smithfield and the Reporting Persons, the Reporting Persons are no longer acting together for the purpose of acquiring, holding, voting or disposing of the shares of Smithfield Common Stock or other securities of Smithfield. Accordingly, the Reporting Persons are no longer deemed a group within the meaning of Rule 13d-5(b) under the Securities Exchange Act of 1934, as amended. Each of the Reporting Persons acts independently and makes his or her own investment and voting decisions with regard to his or her holdings of Smithfield Common Stock or other equity securities of Smithfield.

Item 5 Interest in Securities of the Issuer

Current Beneficial Ownership of the Reporting Persons:

As of the date of this Amendment, the Reporting Persons beneficially own an aggregate of 16,742,942 shares of Smithfield Common Stock. The shares beneficially owned by the Reporting Persons represent approximately 15.1% of the 111,103,597 shares of Smithfield Common Stock outstanding on August 31, 2005, as set forth in the Form 10-Q of Smithfield filed on September 9, 2005. The number of shares of Smithfield Common Stock beneficially owned by each Reporting Person is as follows:

| <u>Total Number of Shares Beneficially Owned</u> | <u>Percentage of Outstanding Common Stock</u> |
|--|---|
|--|---|

Reporting Person

-

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| | | |
|------------------------|-------------------|--------------|
| Wendell H. Murphy | 4,957,552 | 4.5% |
| Harry D. Murphy | 1,526,985 | 1.0% |
| Joyce Murphy Minchew | 1,698,125 | 1.5% |
| Wendell H. Murphy, Jr. | 5,283,002 | 4.8% |
| Wendy Murphy Crumpler | 993,348 | 0.9% |
| Stratton K. Murphy | 869,292 | 0.8% |
| Marc D. Murphy | 869,292 | 0.8% |
| Angela Norman Brown | <u>545,346</u> | <u>0.5%</u> |
| Total | 16,742,942 | 15.1% |

CUSIP No. 832248 95 9

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 4 to Schedule 13D is true, complete and correct.

Date: October 28, 2005

Wendell H. Murphy

/s/ Mark Roberts
Mark Roberts

Attorney-in-Fact

Harry D. Murphy

/s/ Mark Roberts
Mark Roberts

Attorney-in-Fact

Joyce Murphy Minchew

/s/ Mark Roberts
Mark Roberts

Attorney-in-Fact

Wendell H. Murphy, Jr.

/s/ Mark Roberts

Mark Roberts

Attorney-in-Fact

Wendy Murphy Crumpler

/s/ Mark Roberts

Mark Roberts

Attorney-in-Fact

Stratton K. Murphy

/s/ Mark Roberts

Mark Roberts

Attorney-in-Fact

Marc D. Murphy

/s/ Mark Roberts

Mark Roberts

Attorney-in-Fact

Angela Norman Brown

/s/ Mark Roberts

Mark Roberts

Attorney-in-Fact