

GODWIN JERRY H
 Form 4
 January 05, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 Person *
GODWIN JERRY H

2. Issuer Name and Ticker or Trading Symbol
SMITHFIELD FOODS INC [SFD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O 200 COMMERCE STREET

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President of Murphy-Brown, LLC

(Street)
SMITHFIELD, VA 23430

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| common stock, par value \$.50 | 01/03/2012 | | M | | 30,000 | A | \$ 21 67,991 |
| common stock, par value \$.50 | 01/03/2012 | | M | | 10,000 | A | \$ 13.3 77,991 |
| common stock, par value \$.50 | 01/03/2012 | | M | | 6,666 | A | \$ 15.43 84,657 |
| common stock, par | 01/03/2012 | | S | | 46,666 | D | \$ 24.41 37,991 |

value \$.50

(3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|--------------------|--|--|-----------------|---|----------------------------|
| | | | | | Acquired (A) | or Disposed of (D) | | Date Exercisable | Expiration Date | | |
| Employee Stock Option (right to buy) | \$ 21 | 01/03/2012 | | M | 30,000 | | | 06/04/2007 | 06/04/2012 | common stock | 30,000 |
| Employee Stock Option (right to buy) | \$ 13.3 | 01/03/2012 | | M | 10,000 | | | <u>(1)</u> | 07/06/2016 | common stock | 10,000 |
| Employee Stock Option (right to buy) | \$ 15.43 | 01/03/2012 | | M | 6,666 | | | <u>(2)</u> | 06/21/2017 | common stock | 6,666 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GODWIN JERRY H C/O 200 COMMERCE STREET SMITHFIELD, VA 23430 | | | President of Murphy-Brown, LLC | |

Signatures

/s/ Michael H. Cole, as
attorney-in-fact

01/05/2012

__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).

- (1) The options vest ratably over three years beginning on July 6, 2010.
- (2) The options vest ratably over three years beginning June 21, 2011.

- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.25 to \$24.52, inclusive. The reporting person undertakes to provide to Smithfield Foods, Inc., any security holder of Smithfield Foods, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (3) to this Form 4.

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.