

SMITHFIELD FOODS INC
Form 4
October 27, 2008

FORM 4

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

OMB APPROVAL

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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 *
FRIBOURG PAUL J

(Last) (First) (Middle)

C/O 200 COMMERCE STREET

(Street)

SMITHFIELD, VA 23430

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/23/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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

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 Indirect Beneficial Ownership (Instr. 4)
Common stock, par value \$.50	10/23/2008		A	V	Amount 2,166,667	A	see footnote 2 below (2)
Common stock, par value \$.50					Price \$ 30 (1)	I	
Common stock, par value \$.50					12,523,252 (2)	D	
Common stock, par value \$.50					78,556	I	see footnote 3 below (3)
Common stock, par value \$.50					73,300	I	

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

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- The shares listed as indirectly owned on this line are owned directly by Arlon Opportunities Investors LP (AOI). CGC is the managing member of the general partner of AOI. CGC directly and through one of its subsidiaries holds a majority interest in AOI. The Reporting Person may be deemed to share voting and investment power with respect to the shares of common stock owned directly by AOI by
- (3) virtue of being the Chairman, Chief Executive Officer and President of CGC. In addition, the Reporting Person is one of the co-trustees and in one case, the beneficiary, of various trusts established for the benefit of certain members of the Reporting Person's family that collectively control a majority interest in CGC. The Reporting Person disclaims beneficial ownership with respect to all of these shares except to the extent of his pecuniary interest.

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.