Edgar Filing: SMITHFIELD FOODS INC - Form 4

SMITHFIEI Form 4 May 06, 200	LD FOODS INC								
FORM	4 UNITED	STATES		RITIES A			E COMMISSIO	-	PPROVAL 3235-0287
Check th if no lon subject t Section Form 4 o Form 5 obligation may con <i>See</i> Instr 1(b).	ger o 16. or Filed pur tinue.	MENT OF rsuant to S (a) of the I 30(h)	Estimated a burden hou response	urs per					
	Responses) Address of Reporting WENDELL H	Person <u>*</u>	Symbol	er Name an HFIELD H		• Trading NC [SFD]	5. Relationship o Issuer		
(Last) (First) (Middle) C/O 200 COMMERCE STREET			3. Date of Earliest Transaction(Month/Day/Year)05/04/2005			(Check all applicable) <u></u> Officer (give title <u></u> Other (specify below) <u></u> Other (specify			
(Street) SMITHFIELD, VA 23430			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)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, Amount	(A) or of (D)	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)
Reminder: Rej	port on a separate line	e for each cl	ass of sec	urities bene	Perso inforr requi	ons who re nation con red to resp ays a curre	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

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	Derivative Security				Disposed of (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>	05/04/2005	А		397.2114		(2)	(2)	common stock	397.2114

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
MURPHY WENDELL H C/O 200 COMMERCE STREET SMITHFIELD, VA 23430	Х	Х		
Signatures				
/s/ Mark Roberts, Attorney-in-Fact	05/	06/2005		
**Signature of Reporting Person				

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

(2) 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.

Remarks:

The reporting person may be deemed to be a member of a "group" with Wendell H. Murphy, Jr., Harry D. Murphy, Wendy M

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.