

SMITHFIELD FOODS INC
Form 4
February 15, 2005

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 *
MURPHY WENDELL H

(Last) (First) (Middle)
P.O. BOX 1087
(Street)
ROSE HILL, NC 28458
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2005

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 Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 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 Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|--|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|--|

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| Derivative Security | (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Code | V | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|---|------------|------|---|------------------|-----------------|--------------|----------------------------|
| | (A) | (D) | | | | | | |
| Variable prepaid forward contract (put equivalent position) | <u>(1)</u> | | J | | <u>(1)</u> | <u>(1)</u> | Common Stock | 3,443 |
| | | 02/11/2005 | | | | | | |
| | | | | | | | | |
| Variable prepaid forward contract (put equivalent position) | <u>(2)</u> | | J | | <u>(2)</u> | <u>(2)</u> | Common Stock | 780 <u>(1)</u> |
| | | 02/11/2005 | | | | | | |
| | | | | | | | | |
| Variable prepaid forward contract (put equivalent position) | <u>(3)</u> | | J | | <u>(3)</u> | <u>(3)</u> | Common Stock | 780 <u>(1)</u> |
| | | 02/11/2005 | | | | | | |
| | | | | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MURPHY WENDELL H P.O. BOX 1087 ROSE HILL, NC 28458 | X | X | | |

Signatures

/s/ Mark Roberts,
Attorney-in-fact

02/15/2005

__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) See attachment
- (2) On February 11, 2005, Jr. LLC, which is wholly owned by Sr. LLC, entered into a prepaid variable forward contract with Buyer ("Contract 2"). The terms of Contract 2 are identical to the Contract, except that Contract 2 related to 77,952 shares and Jr. LLC received a cash payment of \$1,733,063.10.
- (3) On February 11, 2005, WMC LLC, which is wholly owned by Sr. LLC, entered into a prepaid variable forward contract with Buyer ("Contract 3"). The terms of Contract 3 are identical to Contract 2.

Remarks:

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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