

PERFORMANCE FOOD GROUP CO
 Form 4
 May 28, 2008

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 *
MIDDLETON J KEITH

2. Issuer Name and Ticker or Trading Symbol
PERFORMANCE FOOD GROUP CO [PFGC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
12500 WEST CREEK PARKWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/23/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Controller

RICHMOND, VA 23238

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price \$
Common Stock	05/23/2008		D		13,024.9521	D	34.50 <u>(1)</u>

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

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

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Cancelled pursuant to the Agreement and Plan of Merger, dated as of January 18, 2008 (the "Merger Agreement"), by and among Performance Food Group Company (the "Company"), Vistar Corporation and Panda Acquisition, Inc. and converted into the right to receive \$34.50 per share.

- (2) This stock appreciation right provided for vesting on March 2, 2011.
- (3) Each of these stock options were fully vested as of May 23, 2008.
- (4) This stock option provided for vesting on April 21, 2009.
- (5) This stock option provided for vesting on April 10, 2010.
- (6) Replaced with options to purchase shares of an affiliate of Vistar Corporation in connection with the merger of Panda Acquisition, Inc. with and into the Company.
- (7) Cancelled in connection with the merger of Panda Acquisition, Inc. with and into the Company for no consideration.
Cancelled in connection with the merger of Panda Acquisition, Inc. with and into the Company and converted into the right to receive a
- (8) cash payment equal to the product of (i) the difference between \$34.50 and the exercise price of the option and (ii) the aggregate number of shares issuable upon exercise of such option.

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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