MARVIN SUSAN I

Form 4

January 04, 2011

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box

if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations

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

burden hours per response...

may continue. See Instruction

1(b).

(Print or Type Responses)

(City)

Stock

(State)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MARVIN SUSAN I Issuer Symbol

> HORMEL FOODS CORP /DE/ (Check all applicable)

[HRL]

3. Date of Earliest Transaction (Last) (First) (Middle) X_ Director 10% Owner Officer (give title Other (specify

(Month/Day/Year) below) 1 HORMEL PLACE 12/31/2010

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

> Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

AUSTIN, MN 55912 Person

(Zip)

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

1.Title of 2. Transaction Date 2A. Deemed 4. Securities 6. Ownership 7. Nature of 3. 5. Amount of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Beneficially Beneficial Disposed of (D) (D) or (Month/Day/Year) (Instr. 3, 4 and 5) Owned Ownership (Instr. 8) Indirect (I) Following (Instr. 4)

> Reported (A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price Common

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

46,373.676 (1) D

(Instr. 4)

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

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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. Transactic Code (Instr. 8)	5. Number 6. Date Exercise Expiration Date Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. D Se (I
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(2)	12/31/2010		A	81.93	(2)	(2)	Common Stock	15,092.17 (3)	9

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner runner runners	Director	10% Owner	Officer	Other			
MARVIN SUSAN I 1 HORMEL PLACE AUSTIN, MN 55912	X						

Signatures

Susan I. Marvin, by Power of 01/04/2011 Attorney

**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).
- Of the shares being reported, 12,500 shares are subject to certain restrictions (including possible forfeiture) applicable to restricted stock grants under the 2000 Stock Incentive Plan, the 2009 Long-Term Incentive Plan, and the Restricted Stock Award Agreements.
 - Each share of phantom stock is the equivalent of one share of common stock. The shares of phantom stock become payable in common stock in one lump sum, or in up to ten annual installments, at the election of the reporting person, on February 15 of the year following
- (2) termination of service as a director, or such later date as is elected by the reporting person. In addition, the shares of phantom stock become payable in common stock in one lump sum immediately upon a director's separation from service within six months following a change of control (as defined in the Plan).
- (3) Reflects additional phantom stock units received by the Reporting Person upon conversion of dividend equivalents from September 30, 2010 to the present.

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.

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