

NESTEGARD SUSAN K

Form 4

January 02, 2013

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 *
 NESTEGARD SUSAN K

2. Issuer Name **and** Ticker or Trading
 Symbol
 HORMEL FOODS CORP /DE/
 [HRL]

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)

1 HORMEL PLACE

(Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/31/2012

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

AUSTIN, MN 55912-3680

(City) (State) (Zip)

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

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			Code	V Amount (D) Price	15,636 ⁽¹⁾	D	

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

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 information contained in this form are not
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SEC 1474
 (9-02)

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. P		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(2)	12/31/2012		A		50.46		(2)	(2)	Common Stock	5,820.79 (3)	\$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NESTEGARD SUSAN K 1 HORMEL PLACE AUSTIN, MN 55912-3680	X

Signatures

Susan K Nestegard by Power of Attorney
 01/02/2013
 **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) Of the shares being reported, 11,136 shares are subject to certain restrictions (including possible forfeiture) applicable to restricted stock grants under 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, 2012 to the present.

Remarks:

Exhibit List Exhibit 24-Power of Attorney

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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