

MARVIN SUSAN I
Form 4
May 28, 2010

FORM 4

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

OMB APPROVAL

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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 *
MARVIN SUSAN I

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/27/2010

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

1 HORMEL PLACE
(Street)

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

AUSTIN, MN 55912
(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 05/27/2010 | | M | | 4,000 A \$ 22.51 | 22,056 | D |
| Common Stock | 05/27/2010 | | M | | 4,000 A \$ 26.97 | 26,056 | D |
| Common Stock | 05/27/2010 | | M | | 4,000 A \$ 31.5 | 30,056 | D |
| Common Stock | 05/27/2010 | | M | | 4,000 A \$ 33.53 | 34,056 | D |
| Common Stock | 05/27/2010 | | M | | 4,000 A \$ 37.92 | 38,056 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|-----------------------|---|
| Common Stock | 05/27/2010 | M | 4,000 | A | \$ 38.97 | 42,056 | D |
| Common Stock | 05/27/2010 | M | 4,000 | A | \$ 30.39 | 46,056 ⁽¹⁾ | D |

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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to Buy) | \$ 22.51 | 05/27/2010 | | M | 4,000 | 08/03/2003 02/03/2013 | Common Stock | 4,000 |
| Stock Options (Right to Buy) | \$ 26.97 | 05/27/2010 | | M | 4,000 | 08/02/2004 02/02/2014 | Common Stock | 4,000 |
| Stock Options (Right to Buy) | \$ 31.5 | 05/27/2010 | | M | 4,000 | 08/01/2005 02/01/2015 | Common Stock | 4,000 |
| Stock Options (Right to Buy) | \$ 33.53 | 05/27/2010 | | M | 4,000 | 08/01/2006 02/01/2016 | Common Stock | 4,000 |
| Stock Options (Right to Buy) | \$ 37.92 | 05/27/2010 | | M | 4,000 | 08/01/2007 02/01/2017 | Common Stock | 4,000 |
| | \$ 38.97 | 05/27/2010 | | M | 4,000 | 08/01/2008 02/01/2018 | | 4,000 |

| | | | | | | | | | | |
|------------------------------|----------|------------|--|---|-------|------------|------------|--|--------------|-------|
| Stock Options (Right to Buy) | | | | | | | | | Common Stock | |
| Stock Options (Right to Buy) | \$ 30.39 | 05/27/2010 | | M | 4,000 | 08/02/2009 | 02/02/2019 | | Common Stock | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MARVIN SUSAN I 1 HORMEL PLACE AUSTIN, MN 55912 | | X | | |

Signatures

Susan I. Marvin, by Power of Attorney 05/27/2010

__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 (1) grants under the 2000 Stock Incentive Plan, the 2009 Long-Term Incentive Plan, and the Restricted Stock Award Agreements. Reporting Person also holds 14,136.36 phantom shares in her deferred stock plan account.

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.