

PERFORMANCE FOOD GROUP CO

Form 4

May 28, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(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  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
SVP, Controller

RICHMOND, VA 23238

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price<br>\$                                                                    |
| Common<br>Stock                       | 05/23/2008                              |                                                             | D                                    |                                                                         | 13,024.9521                                                                                                        | D                                                                       | 34.50<br>(1)                                                                   |

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  
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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) |                 |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title        | Amount or Number of Shares |
| Stock Appreciation Right                   | \$ 29.46                                               | 05/23/2008                           |                                                    | D                              |                                                                                         | 4,748                                                    |     | <u>(2)</u>                                                    | 03/02/2017      | Common Stock | 4,748                      |
| Stock Option (right to buy)                | \$ 36.3                                                | 05/23/2008                           |                                                    | D                              |                                                                                         | 2,500                                                    |     | <u>(3)</u>                                                    | 06/03/2012      | Common Stock | 2,500                      |
| Stock Option (right to buy)                | \$ 31.62                                               | 05/23/2008                           |                                                    | D                              |                                                                                         | 8,000                                                    |     | <u>(3)</u>                                                    | 02/26/2013      | Common Stock | 8,000                      |
| Stock Option (right to buy)                | \$ 39                                                  | 05/23/2008                           |                                                    | D                              |                                                                                         | 2,000                                                    |     | <u>(3)</u>                                                    | 11/13/2013      | Common Stock | 2,000                      |
| Stock Option (right to buy)                | \$ 34.18                                               | 05/23/2008                           |                                                    | D                              |                                                                                         | 8,000                                                    |     | <u>(3)</u>                                                    | 03/30/2014      | Common Stock | 8,000                      |
| Stock Option (right to buy)                | \$ 28.02                                               | 05/23/2008                           |                                                    | D                              |                                                                                         | 2,100                                                    |     | <u>(4)</u>                                                    | 04/21/2015      | Common Stock | 2,100                      |
| Stock Option (right to buy)                | \$ 31.25                                               | 05/23/2008                           |                                                    | D                              |                                                                                         | 4,500                                                    |     | <u>(5)</u>                                                    | 04/10/2016      | Common Stock | 4,500                      |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                    |       |
|---------------------------------------------------------------------|---------------|-----------|--------------------|-------|
|                                                                     | Director      | 10% Owner | Officer            | Other |
| MIDDLETON J KEITH<br>12500 WEST CREEK PARKWAY<br>RICHMOND, VA 23238 |               |           | SVP,<br>Controller |       |

## Signatures

Jeffery W. Fender, by power of attorney  
05/28/2008

\_\_\_\_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)

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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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