

HORMEL FOODS CORP /DE/
Form 4
February 23, 2016

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 *
FERAGEN JODY H

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)
12/15/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive VP & CFO

AUSTIN, MN 55912
(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 Ownership (Instr. 4)
			Code	V	Amount		
Common Stock	12/15/2015		G		270	D	\$ 0 105,100.83 D
Common Stock	12/16/2015		G		80	D	\$ 0 105,020.83 D
Common Stock	02/19/2016		M		200,000	A	\$ 9.5625 410,041.66 (1) D
Common Stock	02/19/2016		F		44,590	D	\$ 42.89 365,451.66 D
Common Stock	02/19/2016		F		71,636	D	\$ 42.89 293,815.66 D

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Common Stock	02/22/2016	S	80,000	D	\$ 42.908 (2)	213,815.66	D	
Common Stock						33,900 (1)	I	Irrev Trust for Daughter
Common Stock						33,900 (1)	I	Irrev Trust for Daughter
Common Stock						25,354.32 (1)	I	401(K) Plan
Common Stock						11,337.782 (1)	I	JEPST Plan

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)

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 Number Shares
Common Stock (Right to Buy)	\$ 9.5625 (1)	02/19/2016		M	200,000 (1)	(3) 12/01/2019	Common Stock	200,000	
Stock Options (Right to Buy)	\$ 9.3525 (1)	02/19/2016		M(4)	400 (1)	12/16/2010 01/08/2017	Common Stock	400	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		Executive VP & CFO	

FERAGEN JODY H
1 HORMEL PLACE
AUSTIN, MN 55912

Signatures

Jody H. Feragen, by Power of
Attorney

02/23/2016

__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) Reflects the two-for-one stock split effective January 27, 2016.

(2) Reflects the weighted average price of 80,000 shares of common stock of Hormel Foods Corporation sold by the reporting person in multiple transactions on February 22, 2016 with sale prices ranging from \$42.81 to \$43.10 per share. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(3) The option vested in four equal annual installments, with the first group vesting on December 1, 2010.

(4) Exercise of Universal Stock Options. The shares were sold in a block and the net after tax was issued to the Reporting Person in cash.

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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