HORMEL FOODS CORP /DE/

Form 4 June 02, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

OMB APPROVAL

Washington, D.C. 20549

3235-0287 Number:

January 31,

0.5

if no longer subject to Section 16. Form 4 or

Check this box

Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2005 Estimated average burden hours per

Form 5 obligations may continue.

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

SECURITIES

response...

See Instruction

1(b).

Common

Common

Stock

Stock

05/30/2008

05/30/2008

(Print or Type Responses)

	Address of Reporting CH DENNIS B	Symbol	MEL FOODS CORP /DE/	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 1 HORME	` , , , ,		of Earliest Transaction /Day/Year) /2008	Director 10% Owner _X_ Officer (give title Other (specify below) Vice President			
AUSTIN, I	(Street) MN 55912		mendment, Date Original Ionth/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) Ta	able I - Non-Derivative Securities A	quired, 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)	Code (Instr. 3, 4 and 5)	Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)			
Common Stock	05/30/2008		M 4,000 A \$ 15.90	7,829 D			

765

3,235

D

D

\$ 38.26

\$ 38.26

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

F

S

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

7,064

 $3,829^{(2)}$

D

D

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number.

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. Transactio Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	ve Expiratio (Month/E		7. Title and L Underlying S (Instr. 3 and	Securities	8. De Se (In
				Code V	(A) (D)	Date Exercisab	Expiration le Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 15.9062	05/30/2008		M(1)	4,00	0 (3)	12/23/2008	Common Stock	4,000	1

Reporting Owners

Paparting Owner Name / Address

Director 10% Owner Officer Other

GOETTSCH DENNIS B 1 HORMEL PLACE AUSTIN, MN 55912

Vice President

Signatures

Dennis B. Goettsch, by Power of Attorney

06/02/2008

**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) Reporting Person has exercised Stock Witholding Rights in connection with this option exercise, as reflected on Table I.
- (2) Reporting Person holds indirectly holding 5,696 in the 401(k), and 4,335.6 shares in the JEPST Trust.
- (3) The option vested in four equal annual installments, with the first group vesting on December 23, 1999.

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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