

HORMEL FOODS CORP /DE/
Form 4
December 02, 2015

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 *
BINDER STEVEN G

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)
11/30/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 11/30/2015 | | M | 30,000 A \$ 20.07 | 35,748.503 | D | |
| Common Stock | 11/30/2015 | | F | 8,026 D \$ 75.01 | 27,722.503 | D | |
| Common Stock | 11/30/2015 | | F | 10,592 D \$ 75.01 | 17,130.503 | D | |
| Common Stock | 11/30/2015 | | G | 11,382 D \$ 0 | 5,748.503 | D | |
| Common Stock | 11/30/2015 | | G | 11,382 A \$ 0 | 73,248.661 | I | Spouse's Revocable Trust |

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| | | | | | | | | |
|--------------|------------|------------------|--------|---|-------------------------|-------------|---|--------------------------|
| Common Stock | 12/01/2015 | J ⁽¹⁾ | 95,000 | D | \$ 75.865 | 0 | I | GRAT |
| Common Stock | 12/01/2015 | J ⁽¹⁾ | 95,000 | A | \$ 75.865 | 168,248.661 | I | Spouse's Revocable Trust |
| Common Stock | 12/02/2015 | S | 10,000 | D | \$ 75.504 <u>(2)</u> | 158,248.661 | I | Spouse's Revocable Trust |

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

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(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) | Amount or Number of Shares | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 20.07 | 11/30/2015 | | M | | <u>(3)</u> | 12/04/2017 | Common Stock | 30,000 |
| Stock Options (Right to Buy) | \$ 75.51 | 12/01/2015 | | A | 51,900 | <u>(4)</u> | 12/01/2025 | Common Stock | 51,900 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|-------------------------------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |
| BINDER STEVEN G 1 HORMEL PLACE AUSTIN, MN 55912 | Executive Vice President |

Signatures

Steven G. Binder, by Power of
Attorney

12/01/2015

__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) This transaction represents a substitution of assets in which 95,000 shares of stock were transferred from the Reporting Person's GRAT to his spouse's revocable trust in exchange for other assets.

Reflects the weighted average price of 10,000 shares of common stock of Hormel Foods Corporation sold by the Reporting Person in multiple transactions on December 2, 2015 with sale prices ranging from \$75.40 to \$75.67 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.
 - (2) The option vested in four equal annual installments, with the first group vesting on December 4, 2008.
 - (3) The option vests in four equal annual installments, with the first group vesting on December 1, 2016.

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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