

BROSS RICHARD A

Form 4

December 03, 2012

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 *
BROSS RICHARD A

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)
11/29/2012

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Group Vice President

AUSTIN, MN 55912

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 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	(A) or (D)	Price	
COMMON STOCK	11/29/2012		S		22,138	D	\$ 30.5839 (3)	132,342 D
COMMON STOCK	11/30/2012		M		84,000	A	\$ 19.355	216,342 D
COMMON STOCK	11/30/2012		M		82,500	A	\$ 12.63	298,842 D
COMMON STOCK	11/30/2012		F		86,503	D	\$ 30.84	212,339 D
COMMON STOCK	11/30/2012		F		34,159	D	\$ 30.84	178,180 D

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COMMON STOCK	19,729.0897	I	401K
COMMON STOCK	23,443.3387	I	JEPST PLAN
COMMON STOCK	37,732	I	SPOUSE

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
STOCK OPTIONS (RIGHT TO BUY)	\$ 19.355	11/30/2012		M		84,000		<u>(1)</u>	12/05/2016	COMMON STOCK	84,000
STOCK OPTIONS (RIGHT TO BUY)	\$ 12.63	11/30/2012		M		82,500		<u>(2)</u>	12/02/2018	COMMON STOCK	82,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BROSS RICHARD A 1 HORMEL PLACE AUSTIN, MN 55912	Group Vice President

Signatures

Richard A. Bross, by Power of
Attorney

12/03/2012

__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) The option vested in four equal annual installments, with the first group vesting on December 5, 2007.
- (2) The option vests in four equal annual installments, with the first group vesting on December 2, 2009.

- (3) Reflects the weighted average price of 22,138 shares of common stock of Hormel Foods Corporation sold by the reporting person in multiple transactions on November 29, 2012 with sales prices ranging from \$30.53 to \$30.67 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.

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.