

Gentzler Roland G
Form 4
December 06, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gentzler Roland 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)
12/04/2012

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
VP and Treasurer

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)
COMMON STOCK	12/04/2012		M	V Amount (A) or (D) Price 5,000 A \$ 15.035	11,240.594	D	
COMMON STOCK	12/04/2012		F	2,424 D \$ 31.01	8,816.594	D	
COMMON STOCK	12/04/2012		F	843 D \$ 31.01	7,973.594	D	
COMMON STOCK					3,694.7867	I	401(K)
COMMON STOCK					10,028.6457	I	JEPST PLAN

COMMON
STOCK636.253 ⁽³⁾ ICUSTODIAL
ACCOUNTS FOR
GRANDCHILDREN

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
STOCK OPTIONS (RIGHT TO BUY)	\$ 30.98	12/04/2012		A		27,500		<u>(1)</u>	12/04/2022	COMMON STOCK	27
STOCK OPTIONS (RIGHT TO BUY)	\$ 15.035	12/04/2012		M		5,000		<u>(2)</u>	12/07/2014	COMMON STOCK	5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gentzler Roland G 1 HORMEL PLACE AUSTIN, MN 55912			VP and Treasurer	

Signatures

Roland G. Gentzler, by Power of
Attorney

12/06/2012

__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 vests in four equal annual installments, with the first group vesting on December 4, 2013.

(2) The option vested in four equal annual installments, with the first group vesting on December 7, 2005.

The shares are held as custodian for minor grandchildren. The reporting person disclaims beneficial ownership of these securities and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for the purposes of Section 16 or for any other purpose. In previous reports filed with the SEC, the reporting person reported the gift of these shares now held in the custodial accounts.

(3)

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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