Edgar Filing: PERFORMANCE FOOD GROUP CO - Form 4

PERFORMANCE FOOD GROUP CO

Form 4 May 28, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Check this box if no longer

Washington, D.C. 20549

3235-0287 Number: January 31,

OMB APPROVAL

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per

Form 5 obligations may continue.

See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GOAD FRED C JR			2. Issuer Name and Ticker or Trading Symbol PERFORMANCE FOOD GROUP CO [PFGC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 12500 WEST	(Last) (First) (Middle) 00 WEST CREEK PARKWAY		3. Date of Earliest Transaction (Month/Day/Year) 05/23/2008	_X_ Director 10% Owner Officer (give title below) Other (specify below)			
	(Street)		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			
RICHMOND, VA 23238				Form filed by More than One Reporting Person			

RICHMOND, '	VΑ	. 23	323	8
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(State)

(Zip)

(City)

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of	2. Transaction Date		3.	4. Securit		•	5. Amount of	6. Ownership	
Security	(Month/Day/Year)	Month/Day/Year) Execution Date, if				of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any (Month/Doy/Voor)	Code	Code (Instr. 3, 4 and 5) (Instr. 8)))	Beneficially Owned	(D) or Indirect (I)	Beneficial
		(Month/Day/Year)	(IIISII. 0)				Following	(Instr. 4)	Ownership (Instr. 4)
							Reported	(111541. 4)	(111311. 4)
					(A)		Transaction(s)		
			G 1 W		or	ъ.	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
Common						\$		_	
Stock	05/23/2008		D	26,000	D	34.5	3,000	D	
Stock						<u>(1)</u>			
						\$			
Common	05/02/2000		Ъ	2 000	Ъ		0	т	D C
Stock	05/23/2008		D	3,000	D	34.5	U	1	By Spouse
						<u>(1)</u>			

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transacti Code (Instr. 8)			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 Option (right to buy)	\$ 12.97	05/23/2008		D		5,000	(2)	05/05/2009	Common Stock	5,000
Stock Option (right to buy)	\$ 13.25	05/23/2008		D		5,000	(2)	05/03/2010	Common Stock	5,000
Stock Option (right to buy)	\$ 28.48	05/23/2008		D		5,000	(2)	05/02/2011	Common Stock	5,000
Stock Option (right to buy)	\$ 38	05/23/2008		D		5,000	(2)	05/15/2012	Common Stock	5,000
Stock Option (right to buy)	\$ 33.91	05/23/2008		D		5,000	(2)	05/07/2013	Common Stock	5,000
Stock Option (right to buy)	\$ 34.18	05/23/2008		D		5,000	(2)	03/30/2014	Common Stock	5,000
Stock Option (right to buy)	\$ 27.46	05/23/2008		D		5,000	(2)	05/20/2015	Common Stock	5,000

8. I De Sec (In

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GOAD FRED C JR 12500 WEST CREEK PARKWAY X RICHMOND, VA 23238

Signatures

Jeffery W. Fender, by power of attorney

05/28/2008

**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).
 - Cancelled pursuant to the Agreement and Plan of Merger, dated as of January 18, 2008 (the "Merger Agreement"), by and among
- (1) Performance Food Group Company (the "Company"), Vistar Corporation and Panda Acquisition, Inc. and converted into the right to receive \$34.50 per share.
- (2) Each of these stock options were fully vested as of May 23, 2008.
 - Cancelled in connection with the merger of Panda Acquisition, Inc. with and into the Company and converted into the right to receive a
- (3) cash payment equal to the product of (i) the difference between \$34.50 and the exercise price of the option and (ii) the aggregate number of shares issuable upon exercise of such option.
- (4) Cancelled in connection with the merger of Panda Acquisition, Inc. with and into the Company for no consideration.

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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