

PERFORMANCE FOOD GROUP CO

Form 4

May 28, 2008

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 *
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) (First) (Middle)
12500 WEST CREEK PARKWAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/23/2008

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

RICHMOND, VA 23238

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/23/2008		D		26,000	D	\$ 34.5 (1)
Common Stock	05/23/2008		D		3,000	D	\$ 34.5 (1)
							0
							I
							By Spouse

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

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information contained in this form are not
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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOAD FRED C JR 12500 WEST CREEK PARKWAY RICHMOND, VA 23238		X		

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.
 - (3) Cancelled in connection with the merger of Panda Acquisition, Inc. with and into the Company and converted into the right to receive a 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.