

PERFORMANCE FOOD GROUP CO

Form 4

March 23, 2007

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 *
SLEDD ROBERT C

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)
03/21/2007

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

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

RICHMOND, VA 23238

(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	03/21/2007		M		46,600	A	\$ 9.25	334,109	D
Common stock	03/21/2007		S		2,568	D	\$ 29.65	331,541	D
Common stock	03/21/2007		S		2,432	D	\$ 29.67	329,109	D
Common stock	03/21/2007		S		25,000	D	\$ 29.7	304,109	D
Common stock	03/21/2007		S		16,600	D	\$ 29.75	287,509	D

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Common stock	03/22/2007	M	8,400	A	\$ 9.25	295,909	D	
Common stock	03/22/2007	S	8,400	D	\$ 29.75	287,509	D	
Common stock						2,500	I	By spouse
Common stock						54,000	I	By children
Common stock						25,872.4433	I	By ESOP
Common stock						215.8031	I	By 401k

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
Employee stock options	\$ 9.25	03/21/2007		M		46,600		02/11/2002	02/11/2008	Common stock	46,600
Employee stock option	\$ 9.25	03/22/2007		M		8,400		02/11/2002	02/11/2008	Common stock	8,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SLEDD ROBERT C	X			

12500 WEST CREEK PARKWAY
RICHMOND, VA 23238

Signatures

J. Keith Middleton, by power of
attorney

03/23/2007

_____*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).

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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