

SHEEHAN JAMES N

Form 4

September 22, 2010

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 *
SHEEHAN JAMES N

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)
09/22/2010

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
V.P. & Controller

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	09/22/2010		M	V Amount (A) or (D) Price 10,000 A \$ 26.09	18,722.37	D	
Common Stock	09/22/2010		M	2,900 A \$ 22.35	21,622.37	D	
Common Stock	09/22/2010		M	2,000 A \$ 26.93	23,622.37	D	
Common Stock	09/22/2010		F	8,528 D \$ 44.5	15,094.37	D	
Common Stock	09/22/2010		F	2,085 D \$ 44.5	13,009.37 ⁽¹⁾	D	

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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)		8. Amount or Number of Shares	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 26.09	09/22/2010		M ⁽²⁾		10,000		⁽³⁾	01/17/2012	Common Stock	10,000
Stock Options (Right to Buy)	\$ 22.35	09/22/2010		M ⁽²⁾		2,900		⁽⁴⁾	12/02/2012	Common Stock	2,900
Stock Options (Right to Buy)	\$ 26.93	09/22/2010		M ⁽²⁾		2,000		⁽⁵⁾	12/02/2013	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHEEHAN JAMES N 1 HORMEL PLACE AUSTIN, MN 55912			V.P. & Controller	

Signatures

James N. Sheehan, by Power of Attorney
09/22/2010

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) Reporting Person holds indirectly 3,445 Shares in the JEPST Trust.
- (2) Reporting Person has exercised Stock Withholding Rights in connection with this option exercise, as reflected on Table I.
- (3) The option vested in four equal annual installments, with the first group vesting on January 17, 2003.
- (4) The option vested in four equal annual installments, with the first group vesting on December 2, 2003.
- (5) The option vested in four equal annual installments, with the first group vesting on December 2, 2004.

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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