HORMEL FOODS CORP /DE/
Form 4
July 05, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARVIN SUSAN I

(Last) (First) (Middle)

1 HORMEL PLACE

(Street)

AUSTIN, MN 55912

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
HORMEL FOODS CORP /DE/ [HRL]

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2003

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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								6,056 (1)	D	

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

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SEC 1474 (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
Phantom Stock Units	(2)	03/31/2003		A		818.38		(2)	(2)	Common Stock	818.38
Phantom Stock Units	(2)	06/30/2003		A		110.76		(2)	(2)	Common Stock	818.38
Phantom Stock Units	(2)	09/30/2003		A		1,073.76		(2)	(2)	Common Stock	932.91
Phantom Stock Units	(2)	12/31/2003		A		142.39		(2)	(2)	Common Stock	2,011.49
Phantom Stock Units	(2)	03/31/2004		A		644.39		(2)	(2)	Common Stock	2,018.36
Phantom Stock Units	(2)	06/30/2004		A		118.17		(2)	(2)	Common Stock	2,813.95
Phantom Stock Units	(2)	09/30/2004		A		823.37		(2)	(2)	Common Stock	2,942.69
Phantom Stock Units	(2)	12/31/2004		A		116.67		(2)	(2)	Common Stock	3,778.15
Phantom Stock Units	(2)	03/31/2005		A		641.28		(2)	(2)	Common Stock	3,908.33
Phantom Stock Units	(2)	06/30/2005		A		89.5		(2)	(2)	Common Stock	4,565.72
Phantom Stock Units	(2)	09/30/2005		A		684.3		(2)	(2)	Common Stock	4,673.45
Phantom Stock Units	(2)	12/30/2005		A		112.45		(2)	(2)	Common Stock	5,380.64

Phantom Stock Units	(2)	03/31/2006		A	807.69	(2)	(2)	Common Stock	5,513.1
Phantom Stock Units	(2)	06/30/2006		A	98.95	(2)	(2)	Common Stock	6,343.31

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARVIN SUSAN I 1 HORMEL PLACE AUSTIN, MN 55912	X			

Signatures

/s/ James Cavanaugh, Attorney in Fact for Susan I. Marvin — 07/05/2006

**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 6,056 shares being reported are subject to certain restrictions (including possible forfeiture) applicable to restricted stock grants under the 2000 Stock Incentive Plan and the Restricted Stock Award Agreements.

(2) Each share of phantom stock is the equivalent of one share of common stock. The shares of phantom stock become payable in common stock in one lump sum, or in up to five annual installments, at the election of the reporting person, on February 15 of the year following termination of service as a director, or such later date as is elected by the reporting person. In addition, the shares of phantom stock become payable in common stock in one lump sum immediately prior to the effective date of a transaction constituting a change of control (as defined in the Plan).

(3) Reflects additional phantom stock units received by the reporting person upon conversion of dividend equivalents from November 15, 2003 to present.

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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