

Johnson Brian Dean
Form 4
March 28, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Johnson Brian Dean

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)
03/28/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP & Corporate Secretary

AUSTIN, MN 55912
(City) (State) (Zip)

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

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)
				(A) or (D) Code V Amount Price			
Common Stock	03/28/2012		M	2,000 A \$ 15.035	11,603.278	D	
Common Stock	03/28/2012		M	3,000 A \$ 16.37	14,603.278	D	
Common Stock	03/28/2012		M	5,000 A \$ 12.63	19,603.278	D	
Common Stock	03/28/2012		F	1,781 D \$ 29.43	17,822.278	D	
Common Stock	03/28/2012		F	4,834 D \$ 29.43	12,988.278 <u>(1) (6)</u>	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
Stock Options (Right to Buy)	\$ 15.035	03/28/2012		M ⁽²⁾	2,000	⁽³⁾ 12/07/2014	Common Stock	2,000
Stock Options (Right to Buy)	\$ 16.37	03/28/2012		M ⁽²⁾	3,000	⁽⁴⁾ 12/06/2015	Common Stock	3,000
Stock Options (Right to Buy)	\$ 12.63	03/28/2012		M ⁽²⁾	5,000	⁽⁵⁾ 12/02/2018	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Brian Dean 1 HORMEL PLACE AUSTIN, MN 55912			VP & Corporate Secretary	

Signatures

Brian Dean
Johnson 03/28/2012

**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 2,308.525096 shares in the 401(k), and 1,663.001040 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 December 7, 2005.
- (4) The option vested in four equal annual installments, with the first group vesting on December 6, 2006.
- (5) The option vests in four equal annual installments, with the first group vesting on December 2, 2009.
- (6) All share amounts reflect the stock split effective February 1, 2011.

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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