

Johnson Brian Dean
Form 4
March 28, 2012

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

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

(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 (D) 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	

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.

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.