

BINDER STEVEN G
Form 4
August 27, 2009

FORM 4

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

OMB APPROVAL

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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 *
BINDER STEVEN G

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)
08/21/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Group Vice President

AUSTIN, MN 55912

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

(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 | 08/26/2009 | | M | | 30,000 | A | \$ 26.09 | 30,136 | D | |
| Common Stock | 08/26/2009 | | F | | 20,983 | D | \$ 37.3 | 9,153 | D | |
| Common Stock | 08/26/2009 | | F | | 2,949 | D | \$ 37.3 | 6,204 | D | |
| Common Stock | 08/21/2009 | | G | | 554 | D | \$ 0 | 32,908.9029 | I | Spouse's Revocable Trust |
| Common Stock | 08/26/2009 | | G | | 6,068 | D | \$ 0 | 136 ⁽³⁾ | D | |

| | | | | | | | | | |
|-----------------|------------|--|---|-------|---|------|-------------|---|--------------------------------|
| Common Stock | 08/26/2009 | | G | 6,068 | A | \$ 0 | 38,976.9029 | I | Spouse's Revocable Trust |
|-----------------|------------|--|---|-------|---|------|-------------|---|--------------------------------|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | \$ 26.09 | 08/26/2009 | | M ⁽¹⁾ | 30,000 | ⁽²⁾ 01/17/2012 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|--|
| BINDER STEVEN G 1 HORMEL PLACE AUSTIN, MN 55912 | Director 10% Owner Officer Other Group Vice President |

Signatures

| | |
|---|------------|
| Steven G. Binder, by Power of Attorney | 08/27/2009 |
| **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 has exercised Stock Withholding Rights in connection with this option exercise, as reflected on Table I.
- (2) The option vested in four equal annual installments, with the first group vesting on January 17, 2003.

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- (3) Reporting Person also holds 2,568 shares of phantom stock in his deferred account; he has indirect holdings of 1,238 shares in the JEPST Trust.

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.