

HORMEL FOODS CORP /DE/
Form 4
December 04, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
SPLINTER JAMES M

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)
12/02/2014

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

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)	(A) or (D)	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	12/02/2014		M	12,000	A	\$ 15.035 53,921	D	
Common Stock	12/02/2014		F	3,414	D	\$ 52.84 50,507	D	
Common Stock	12/02/2014		F	3,240	D	\$ 52.84 47,267	D	
Common Stock						1,191.876	I	401(k) Plan
Common Stock						1,055.78	I	JEPST Plan

Edgar Filing: HORMEL FOODS CORP /DE/ - Form 4

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.

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
Stock Options (Right to Buy)	\$ 15.035	12/02/2014		M	12,000	(1) 12/07/2014		Common Stock	12,000
Stock Options (Right to Buy)	\$ 52.76	12/02/2014		A	35,200	(2) 12/02/2024		Common Stock	35,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPLINTER JAMES M 1 HORMEL PLACE AUSTIN, MN 55912			Group Vice President	

Signatures

James M. Splinter, by Power of Attorney
12/04/2014

**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 option vested in four equal annual installments, with the first group vesting on December 7, 2005.

(2) The option vests in four equal annual installments, with the first group vesting on December 2, 2015.

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

Edgar Filing: HORMEL FOODS CORP /DE/ - Form 4

a currently valid OMB number. 75781), pertaining to the registration of 2,300,000 shares of the Registrant's common stock issuable under the El Paso Energy Corporation Sonat Savings Plan and 5,398,915 shares of the Registrant's common stock issuable under the El Paso Energy Corporation Executive Award Plan of Sonat Inc.

Registration Statement on Form S-8 (File No. 33-57553-99), pertaining to the registration of 4,400,000 shares of the Registrant's common stock issuable under the 1995 Omnibus Compensation Plan, the 1995 Incentive Compensation Plan and the 1995 Compensation Plan for Non-employee Directors.

Registration Statement on Form S-8 (File No. 33-51851-99), pertaining to the registration of 2,500,000 shares of the Registrant's common stock issuable under the Omnibus Plan for Management Employees.

Registration Statement on Form S-8 (File No. 33-49956-99), pertaining to the registration of shares of the Registrant's common stock issuable under the El Paso Energy Corporation Retirement Savings Plan.

Registration Statement on Form S-8 (File No. 33-46519-99), pertaining to the registration of shares of the Registrant's common stock issuable under the Omnibus Compensation Plan and the Stock Option Plan for Non-employee Directors.

Registration Statement on Form S-8 (File No. 333-26823-99), pertaining to the registration of 1,000,000 shares of the Registrant's common stock issuable under the El Paso Energy Corporation Strategic Stock Plan.

Edgar Filing: HORMEL FOODS CORP /DE/ - Form 4

Registration Statement on Form S-8 (File No. 333-94717), pertaining to the registration of 2,000,000 shares of the Registrant's common stock issuable under the El Paso Energy Corporation Strategic Stock Plan.

Registration Statement on Form S-8 (File No. 333-26831-99), pertaining to the registration of 2,500,000 shares of the Registrant's common stock issuable under the El Paso Energy Corporation Omnibus Plan for Management Employees.

Registration Statement on Form S-8 (File No. 333-26813-99), pertaining to the registration of 2,000,000 shares of the Registrant's common stock issuable under the El Paso Energy Corporation Retirement Savings Plan.

Registration Statement on Form S-8 (File No. 333-96959), pertaining to the registration of 3,000,000 shares of the Registrant's common stock issuable under the El Paso Corporation Employee Stock Purchase Plan.

Registration Statement on Form S-8 (File No. 333-126597), pertaining to the registration of 2,500,000 shares of the Registrant's common stock issuable under the El Paso Corporation 2005 Compensation Plan for Non-employee Directors.

Registration Statement on Form S-8 (File No. 333-126599), pertaining to the registration of 35,000,000 shares of the Registrant's common stock issuable under the El Paso Corporation 2005 Omnibus Incentive Compensation Plan.

Registration Statement on Form S-8 (File No. 333-127951), pertaining to the registration of 15,000,000 shares of the Registrant's common stock issuable under the El Paso Corporation Retirement Savings Plan.

Registration Statement on Form S-8 (File No. 333-162995), pertaining to the registration of 12,500,000 shares of the Registrant's common stock issuable under the El Paso Corporation 2005 Omnibus Incentive Compensation Plan.

Registration Statement on Form S-8 (File No. 333-168695), pertaining to the registration of 7,000,000 shares of the Registrant's common stock issuable under the El Paso Corporation 2005 Omnibus Incentive Compensation Plan.

The plans identified above are collectively referred to as the Plans .

Effective on May 25, 2012, Kinder Morgan, Inc. (KMI) completed the acquisition of El Paso Corporation, a Delaware corporation (f/k/a Sirius Holdings Merger Corporation) (New El Paso), pursuant to the Agreement and Plan of Merger dated October 16, 2011 (the Merger Agreement), by and among KMI, Sherpa Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of KMI, Sherpa Acquisition, LLC, a Delaware limited liability company and wholly owned subsidiary of KMI, New El Paso and El Paso LLC, a Delaware limited liability company and wholly owned subsidiary of New El Paso (f/k/a El Paso Corporation and successor in interest to Sirius Merger Corporation).

Pursuant to the Merger Agreement, Sherpa Merger Sub, Inc. was merged with and into New El Paso, with New El Paso surviving the merger as a wholly owned subsidiary of KMI (the Merger). Immediately following the Merger, New El Paso was merged with and into Sherpa Acquisition, LLC, with Sherpa Acquisition, LLC surviving the merger and being renamed El Paso Holdco LLC. Upon completion of these transactions, El Paso LLC became a direct, wholly owned subsidiary of El Paso Holdco LLC, which is a direct, wholly owned subsidiary of KMI. El Paso Holdco LLC is the successor in interest to the Registrant. As a result of the transactions, each outstanding share of common stock of EP was automatically converted into the right to receive the merger consideration described in the Merger Agreement.

In accordance with an undertaking made by the Registrant in the Registration Statements to remove by means of a post-effective amendment any shares of the Registrant's common stock which remain unsold at the termination of the offering, El Paso Holdco LLC, as successor in interest to the Registrant, hereby de-registers any and all shares of common stock originally reserved for issuance under the Plans and registered under the Registration Statements listed above which remained unissued at the effective time of the transactions.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, El Paso Holdco LLC, as successor in interest to the Registrant, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused these Post-Effective Amendments to Registration Statements on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on May 25, 2012.

EL PASO HOLDCO LLC
(successor in interest to El Paso Corporation)

By: /s/ Joseph Listengart

Name: Joseph Listengart

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, as amended, these Post-Effective Amendments to Registration Statements on Form S-8 have been signed below by the following persons in the capacities as indicated on May 25, 2012.

Signature	Title
/s/ C. Park Shaper	President
C. Park Shaper	(Principal Executive Officer)
/s/ Kimberly A. Dang	Vice President and Chief Financial Officer
Kimberly A. Dang	(Principal Financial and Accounting Officer)
/s/ Joseph Listengart	Vice President of Kinder Morgan, Inc., sole member of El Paso Holdco LLC
Joseph Listengart	