

SMITHFIELD FOODS INC  
Form SC 13D/A  
June 16, 2010

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 6)\*

SMITHFIELD FOODS, INC.  
(Name of Issuer)

Common Stock, Par Value \$0.50 per share  
(Title of Class of Securities)

832248 10 8  
(CUSIP Number)

Michael Mayberry  
Associate General Counsel  
Continental Grain Company  
277 Park Avenue  
New York, NY 10172  
Tel. No.: (212) 207-5390  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

June 15, 2010  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 1(f) or 1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of

Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Cusip No. 832248 10 8

SCHEDULE 13D

Page 2 of 10 Pages

1 NAME OF REPORTING PERSON

2 Continental Grain Company (f/k/a ContiGroup Companies, Inc.)  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO  
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
 PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware		
NUMBER OF	7	SOLE VOTING POWER
SHARES		-0-
BENEFICIALLY		
OWNED BY	8	SHARED VOTING POWER
EACH		12,801,352
REPORTING		
PERSON	9	SOLE DISPOSITIVE POWER
WITH		-0-
	10	SHARED DISPOSITIVE POWER
		12,801,352

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 12,801,352  
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 7.72%  
 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSON  
 Arlon Opportunities Master LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (a)   
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
 OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
 PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		-0-
BENEFICIALLY		
OWNED BY	8	SHARED VOTING POWER
EACH		278,100
REPORTING		
PERSON	9	SOLE DISPOSITIVE POWER
WITH		-0-
	10	SHARED DISPOSITIVE POWER
		278,100

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 278,100

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 \*  
 TYPE OF REPORTING PERSON  
 PN



1 NAME OF REPORTING PERSON

Paul J. Fribourg

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED o

PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		272,682.1943
BENEFICIALLY		
OWNED BY	8	SHARED VOTING POWER
EACH		12,801,352
REPORTING		
PERSON	9	SOLE DISPOSITIVE POWER
WITH		272,682.1943
	10	SHARED DISPOSITIVE POWER
		12,801,352

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,074,034.1943

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES o

CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.88%

14 TYPE OF REPORTING PERSON

IN

Pursuant to Rule 13d-2(a) of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the undersigned hereby amends the Schedule 13D originally filed on May 17, 2007 and amended by Amendment No. 1 thereto filed on October 17, 2007, Amendment No. 2 thereto filed on January 31, 2008, Amendment No. 3 thereto filed on March 4, 2008, Amendment No. 4 thereto filed on October 30, 2008 and Amendment No. 5 thereto filed on September 18, 2009 (as so amended, the "Schedule 13D"), relating to the common stock, par value \$0.50 per share (the "Common Stock"), of Smithfield Foods, Inc., a Virginia corporation (the "Company" or the "Issuer").

Item 1. Security and Issuer.

No material change.

Item 2. Identity and Background.

This Item 2 is hereby amended and restated in its entirety as follows:

"This Schedule 13D is being jointly filed by the following entities (collectively, the "Reporting Persons"):

- (i) Continental Grain Company, a Delaware Corporation ("CGC");
- (ii) Arlon Opportunities Master LP, a Delaware limited partnership ("AOM")
- (iii) Paul J. Fribourg, a natural person and citizen of the United States ("Mr. Fribourg" or "PJF")

The principal business of CGC is agribusiness and to make investments. The principal business of AOM is to make investments. CGC is the managing member of Arlon Opportunities Investors GP LLC, the general partner of AOM and directly and through one of its subsidiaries holds a majority interest in AOM. Mr. Fribourg is the Chairman, Chief Executive Officer and President of CGC.

The principal business address of the Reporting Persons and the executive officers and directors of CGC as set forth below is 277 Park Avenue, New York, NY 10172. Each of the persons listed below are citizens of the United States.

#### Executive Officers and Directors of CGC

Paul J. Fribourg	Chairman, Chief Executive Officer and President
Teresa E. McCaslin	Executive Vice President
David A. Tanner	Executive Vice President
Michael J. Zimmerman	Executive Vice President and Chief Financial Officer
Charles A. Fribourg	Director and Directeur General, Finagrain S.A., a subsidiary of Continental Grain Company
Gerald Rosenfeld	Director
Stephen R. Volk	Director
Morton I. Sosland	Director
Henry Kissinger	Director
James Wolfensohn	Director
Alan Fishman	Director

During the past five years, the Reporting Persons have not, and, to the best of their knowledge, no other person identified in response to this Item 2 has been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to any civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of which such person was or is subject to judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.

Arlon Opportunities Investors LP (“AOI”) is no longer a Reporting Person.”

### Item 3. Source and Amount of Funds or Other Consideration

This Item 3 is hereby amended to add the following at the end of such section:

“AOM acquired the shares of Common Stock previously held by AOI, its affiliate, on November 1, 2009.

The Reporting Persons made all purchases of shares of Common Stock made in the last 60 days with cash on hand.”

### Item 4. Purpose of Transaction.

This Item 4 is hereby amended to add the following at the end of such section:

“Representatives of Continental Grain Company engaged and may continue to engage in discussions with the Company on a range of matters regarding the ongoing operations and management of the Company, which matters included the Company’s hedging policies, sale of non-core assets, and certain corporate governance matters.”

### Item 5. Interest in Securities of the Issuer.

This Item 5 is hereby amended and restated in its entirety as follows:

“All calculations of percentage ownership in this Schedule 13D are based on a total of 165,835,632 shares of Common Stock outstanding as of March 5, 2010.

AOM owns 278,100 shares of Common Stock (less than 0.17% of the total shares of Common Stock outstanding). AOM has the shared power to vote or direct the vote, and the shared power to dispose or direct the disposition of, all such 278,100 shares of Common Stock.

CGC beneficially owns 12,801,352 shares of Common Stock (approximately 7.72% of the total number of shares of Common Stock outstanding). CGC has the shared power to vote or direct the vote, and the shared power to dispose or direct the disposition of, all such 12,801,352 shares of Common Stock. The 12,801,352 shares of Common Stock includes the 278,100 shares directly owned by AOM. CGC may be deemed to share voting and investment power with respect to the shares of Common Stock owned directly by AOM by virtue of being the managing member of the general partner of AOM and directly and through one of its subsidiaries which holds an interest in AOM.

Mr. Fribourg directly owns 272,682.1943 shares of Common Stock (approximately 0.16% of the total number of shares of Common Stock outstanding). Mr. Fribourg has the sole power to vote or direct the vote, and the sole power to dispose or direct the disposition of, all such 272,682.1943 shares of Common Stock. Of these shares of Common Stock, 12,372.1943 are phantom shares of the Issuer. The phantom stock is payable in shares of Common Stock upon termination of service as a director of the Issuer either in a lump sum or in annual installments of at least two years and not more than ten years as per





the director's deferral election. Notwithstanding the foregoing, after termination of service, the phantom stock may, at the election of the director, be converted into one or more "deemed investments" approved by the Issuer's Nominating and Governance Committee. Upon his termination of service as a director of the Issuer, Mr. Fribourg has the sole power to vote or direct the vote of any shares of Common Stock received in respect of such phantom stock.

Mr. Fribourg may be deemed to share voting and investment power with respect to the shares of Common Stock beneficially owned by CGC and AOM by virtue of being the Chairman, Chief Executive Officer and President of CGC. In addition, Mr. Fribourg is one of the co-trustees and in one case, a beneficiary, of various trusts established for the benefit of certain members of Mr. Fribourg's family that collectively control a majority interest in CGC. As a result, Mr. Fribourg may be deemed to beneficially own the shares directly owned by CGC.

Mr. Fribourg disclaims beneficial ownership with respect to the shares of Common Stock held directly by CGC and AOM except to the extent of his pecuniary interest.

The following table sets forth all transactions with respect to the shares of Common Stock effected by any of the Reporting Persons within the last 60 days. All such transactions were effected in the open market.

Name of Reporting Person	Date of Transaction	No. of Shares Purchased/Sold	Purchase Price per Share
AOM	04/21/10	23,000- Buy	\$20.2101
AOM	04/27/10	15,000- Buy	\$18.8094
AOM	05/06/10	43,000- Buy	\$17.3709
AOM	05/10/10	15,000- Sell	\$18.2163
AOM	05/12/10	10,000- Sell	\$18.7590
Mr. Fribourg	04/22/10	10,400- Buy	\$19.2493
Mr. Fribourg	04/22/10	10,250- Buy	\$19.5199
Mr. Fribourg	05/05/10	10,800- Buy	\$18.4711
Mr. Fribourg	05/07/10	5,900- Buy	\$17.0000

No person other than the Reporting Persons is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any securities owned by of the Reporting Persons."

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

No material change.

Item 7. Material to be Filed as Exhibits.



Exhibit 1: Agreement Regarding the Joint Filing of Schedule 13D, dated as of June 15, 2010, by and between the Reporting Persons (replaces previously filed exhibit).

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 15, 2010.

CONTINENTAL GRAIN COMPANY

By: /s/ Paul J. Fribourg  
Name: Paul J. Fribourg  
Title: Chief Executive Officer and President

ARLON OPPORTUNITIES MASTER LP

By: Arlon Opportunities Investors GP LLC,  
its General Partner

By: Continental Grain Company, its managing  
member

By: /s/ Paul J. Fribourg  
Name: Paul J. Fribourg  
Title: Chief Executive Officer and President

/s/ Paul J. Fribourg  
Paul J. Fribourg

Exhibit 1

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13D

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13D to which this Exhibit is attached, and such Schedule 13D is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: June 15, 2010

CONTINENTAL GRAIN COMPANY

By: /s/ Paul J. Fribourg  
Name: Paul J. Fribourg  
Title: Chief Executive Officer and President

ARLON OPPORTUNITIES MASTER LP

By: Arlon Opportunities Investors GP LLC,  
its General Partner

By: Continental Grain Company, its managing  
member

By: /s/ Paul J. Fribourg  
Name: Paul J. Fribourg  
Title: Chief Executive Officer and President

/s/ Paul J. Fribourg  
Paul J. Fribourg

GIN-LEFT: 9pt; MARGIN-RIGHT: 0pt" align="left">SOLE VOTING POWER  
0

1,527,209 (see Item 5)

9

SOLE DISPOSITIVE POWER

0

10

SHARED DISPOSITIVE POWER

1,527,209 (see Item 5)

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,527,209 (see Item 5)

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.2%

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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CUSIP No. 319395109

Page 11 of 15 Pages

- 1 NAME OF REPORTING PERSON  
 Bennett Lindenbaum
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
 (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS  
 AF
- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 United States
- |   |    |                          |
|---|----|--------------------------|
|   | 7  | SOLE VOTING POWER        |
|   |    | 0                        |
|   | 8  | SHARED VOTING POWER      |
|   |    | 1,527,209 (see Item 5)   |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 9  | SOLE DISPOSITIVE POWER   |
|   |    | 0                        |
|   | 10 | SHARED DISPOSITIVE POWER |
|   |    | 1,527,209 (see Item 5)   |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 1,527,209 (see Item 5)
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 5.2%
- 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
 IN





Item 1. Security and the Issuer

This Schedule 13D relates to the common stock, par value \$0.01 (the “Common Stock”), of First California Financial Group, Inc., a Delaware corporation (the “Issuer”), and is being filed pursuant to Rule 13d-1 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The address of the Issuer’s principal executive offices is 3027 Townsgate Road, Suite 300, Westlake Village, California 91361.

Item 2. Identity and Background

(a) This Schedule 13D is being filed on behalf of Basswood Capital Management, L.L.C. (the “Management Company”), Basswood Partners, L.L.C. (“Basswood Partners”), Basswood Enhanced Long Short GP, LLC (“Basswood Long Short GP”), each a Delaware limited liability company, Basswood Opportunity Partners, LP, Basswood Financial Fund, LP, Basswood Financial Enhanced Fund, LP, Basswood Enhanced Long Short Fund, LP, each a Delaware limited partnership, Basswood Opportunity Fund, Inc., a Cayman Islands corporation (collectively, the “Funds”), and Matthew Lindenbaum and Bennett Lindenbaum. The Funds directly own shares of Common Stock. The Management Company is the investment manager or adviser to the Funds and may be deemed to have beneficial ownership over the Common Stock directly owned by the Funds by virtue of the authority granted to it by the Funds to vote and to dispose of the securities held by the Funds, including the Common Stock. Basswood Partners is the general partner of each of Basswood Opportunity Partners, LP, Basswood Financial Fund, LP and Basswood Financial Enhanced Fund, LP and may be deemed to have beneficial ownership over the Common Stock directly owned by such Funds by virtue of its position as general partner. Basswood Long Short GP is the general partner of Basswood Enhanced Long Short Fund, LP and may be deemed to have beneficial ownership over the Common Stock directly owned by such Fund by virtue of its position as general partner. Matthew Lindenbaum and Bennett Lindenbaum are the managing members of the Management Company and control the business activities of the Management Company. The Management Company, Basswood Partners, Basswood Long Short GP, the Funds, Matthew Lindenbaum and Bennett Lindenbaum may be referred to herein as the “Reporting Persons”.

(b) The address of the principal business and principal office of each of the Reporting Persons is 645 Madison Avenue, 10th Floor, New York, New York 10022.

(c) The principal business of the Management Company is to serve as investment manager or adviser to the Funds, and to control the investing and trading in securities of the Funds. The principal business of each of Basswood Partners and Basswood Long Short GP is to serve as the general partner to the applicable Funds. The principal business of each of the Funds is the investing and trading in securities. The principal business of each of Matthew Lindenbaum and Bennett Lindenbaum is to act as the managing member of each of the Management Company, Basswood Partners and Basswood Long Short GP.

(d) None of the Reporting Persons, nor, to the best of their knowledge, any of their directors, executive officers, general partners or members has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons, nor, to the best of their knowledge, any of their directors, executive officers, general partners or members has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.



(f) Each of Matthew Lindenbaum and Bennett Lindenbaum is a citizen of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration.

The net investment costs (including commissions, if any) of the Common Stock directly owned by the Funds is approximately \$7,510,740 for a total of 1,527,209 shares.

The Funds effect purchases of securities primarily through margin accounts maintained for them with each of J.P. Morgan Securities LLC, Morgan Stanley & Co. and BNP Paribas Prime Brokerage, which may extend margin credit to the Funds as and when required to open or carry positions in the margin accounts, subject to applicable Federal margin regulations, stock exchange rules and the firm's credit policies. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in the accounts.

Item 4. Purpose of Transaction.

The purpose of the acquisition of the shares by the Management Company for each of the Funds is for investment.

The Reporting Persons are aware that other large shareholders of the Issuer have recently expressed their dissatisfaction with the Issuer's business strategy and lack of action to increase shareholder value. Such shareholders have publicly disclosed their belief that (i) the Issuer's current strategy is inadequate to maximize shareholder value and they could be doing more; (ii) the Issuer will continue to struggle to generate shareholder value if it maintains its current course of action; (iii) the Issuer would be a highly attractive acquisition candidate for several banks; and (iv) staying independent and being an acquirer is likely to be less beneficial to current shareholders. These shareholders have also encouraged the Issuer's board to examine strategic alternatives to maximize shareholder value and have demanded that they assess all strategic alternatives, including the sale of the Issuer. The Reporting Persons strongly support this view and suggested course of action.

The Reporting Persons may have discussions with the Issuer's management, members of the Issuer's Board of Directors, other significant shareholders and others regarding the Issuer's business, strategy and future plans and alternatives that the Issuer could employ to increase shareholder value. In addition, the Reporting Persons may have discussions with other parties, including significant shareholders of the Issuer, regarding the Issuer and any future plans or proposals the Reporting Persons may develop with respect to the Issuer and its securities, including, without limitation, any plans or proposals with respect to strategic alternatives for the Issuer and/or the election or composition of its Board of Directors.

The Reporting Persons may make further acquisitions of Common Stock from time to time or dispose of any or all of the shares of Common Stock beneficially owned by the Funds at any time. Any such acquisition or disposition may be effected through privately negotiated transactions, in the open market, in block transactions or otherwise. In addition, the Reporting Persons may enter into hedging or derivative transactions with respect to the securities of the Issuer, including shares of Common Stock beneficially owned by them. Any determination to acquire or dispose of securities of the Issuer will depend on a number of factors, including the Issuer's business and financial position and prospects, other developments concerning the Issuer, the price levels of the Common Stock, general market and economic conditions, the availability of financing and other opportunities available to the Reporting Persons.

Except as set forth above, the Reporting Persons do not have any present plans or proposals that relate to or would result in any of the actions required to be described in Item 4 of Schedule 13D. Each of the Reporting Persons may, at any time, review or reconsider its position with respect to the Issuer and formulate plans or proposals with respect to any of such matters.

Item 5. Interest in Securities of the Issuer.

(a) As of the date of this Schedule 13D, each of the Reporting Persons beneficially owns shares of Common Stock in such numbers as set forth on the cover pages of this Schedule 13D. The total number of shares each of the Reporting Persons beneficially owns represents such percentages as set forth on the cover pages to this Schedule 13D of the Common Stock outstanding. The percentages used in this Schedule 13D are calculated based upon the 29,249,104 shares of Common Stock outstanding as of March 12, 2012, as reported in the Issuer's Annual Report on Form 10-K for the fiscal year ended December 31, 2011.

(b) The Management Company, Matthew Lindenbaum and Bennett Lindenbaum share voting and dispositive power over the 1,527,209 shares of Common Stock held directly by the Funds. Basswood Partners, the Management Company, Matthew Lindenbaum and Bennett Lindenbaum share voting and dispositive power over the 738,407 shares of Common Stock held directly by Basswood Opportunity Partners, LP, Basswood Financial Fund, LP and Basswood Financial Enhanced Fund, LP. Basswood Long Short GP, the Management Company, Matthew Lindenbaum and Bennett Lindenbaum share voting and dispositive power over the 529,228 shares of Common Stock held directly by Basswood Enhanced Long Short Fund, LP.

(c) Set forth on Schedule I hereto are all transactions in the Common Stock effected during the past sixty days by the Reporting Persons.

(d) Other than the Funds that directly hold shares of Common Stock, and except as set forth in this Item 5, no other person is known to have the right to receive, or the power to direct the receipt of, dividends from or proceeds from the sale, of such shares of Common Stock.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Pursuant to Rule 13d-1(k) promulgated under the Exchange Act, the Reporting Persons have entered into a Joint Filing Agreement, a copy of which is filed with this Schedule 13D as Exhibit 99.1, with respect to the joint filing of this Schedule 13D and any amendment or amendments thereto.

By virtue of the relationships among the Reporting Persons, as described in this Schedule 13D, the Reporting Persons may be deemed to be a "group" under the Federal securities laws. Except as otherwise set forth in this Schedule 13D, each Fund expressly disclaims beneficial ownership of any of the shares of Common Stock beneficially owned by any other Reporting Person, and the filing of this Statement shall not be construed as an admission, for the purposes of Sections 13(d) and 13(g) or under any provision of the Exchange Act or the rules promulgated thereunder or for any other purpose, that any Fund is a beneficial owner of any shares not directly held by such Fund.



Other than as described herein, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between the Reporting Persons and any other person with respect to the securities of the Issuer.

Item 7. Material to be filed as Exhibits.

1. Exhibit 99.1 - Joint Filing Agreement, dated as of March [\_\_], 2012
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SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned, severally and not jointly, certifies that the information set forth in this statement is true, complete and correct.

Dated: March 30, 2012                      BASSWOOD CAPITAL MANAGEMENT,  
L.L.C.

By: /s/ Matthew  
Lindenbaum  
Name: Matthew Lindenbaum  
Title: Managing Member

Dated: March 30, 2012                      BASSWOOD PARTNERS, L.L.C.  
By: Basswood Capital Management, L.L.C.

By: /s/ Matthew  
Lindenbaum  
Name: Matthew Lindenbaum  
Title: Managing Member

Dated: March 30, 2012                      BASSWOOD ENHANCED LONG SHORT  
GP, LLC  
By: Basswood Capital Management, L.L.C.

By: /s/ Matthew  
Lindenbaum  
Name: Matthew Lindenbaum  
Title: Managing Member

Dated: March 30, 2012                      BASSWOOD OPPORTUNITY PARTNERS,  
LP  
By: Basswood Capital Management, L.L.C

By: /s/ Matthew  
Lindenbaum  
Name: Matthew Lindenbaum  
Title: Managing Member

Dated: March 30, 2012                      BASSWOOD OPPORTUNITY FUND, INC.  
By: Basswood Capital Management, L.L.C.

By: /s/ Matthew  
Lindenbaum  
Name: Matthew Lindenbaum  
Title: Managing Member

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Dated: March 30, 2012

BASSWOOD ENHANCED LONG SHORT  
FUND, LP

By: Basswood Capital Management, L.L.C.

By: /s/ Matthew  
Lindenbaum  
Name: Matthew Lindenbaum  
Title: Managing Member

Dated: March 30, 2012

BASSWOOD FINANCIAL FUND, LP

By: Basswood Capital Management, L.L.C.

By: /s/ Matthew  
Lindenbaum  
Name: Matthew Lindenbaum  
Title: Managing Member

Dated: March 30, 2012

BASSWOOD FINANCIAL ENHANCED  
FUND, LP

By: Basswood Capital Management, L.L.C.

By: /s/ Matthew  
Lindenbaum  
Name: Matthew Lindenbaum  
Title: Managing Member

Dated: March 30, 2012

/s/ Matthew  
Lindenbaum  
Matthew Lindenbaum

Dated: March 30, 2012

/s/ Bennett  
Lindenbaum  
Bennett Lindenbaum

## SCHEDULE I

This Schedule sets forth information with respect to each purchase and sale of shares of Common Stock which was effectuated by a Reporting Person during the past sixty days. Unless otherwise indicated, all transactions were effectuated in the open market through a broker.

Fund	Trade Date	Shares Purchased (Sold)	Price Per Share (\$)
Basswood Opportunity Partners, LP	2/6/2012	170,014	4.87
Basswood Opportunity Partners, LP	2/6/2012	16,486	4.85
Basswood Opportunity Partners, LP	2/7/2012	82,426	4.89
Basswood Opportunity Partners, LP	2/8/2012	93,700	4.92
Basswood Opportunity Partners, LP	3/12/2012	(100)	4.94
Basswood Opportunity Partners, LP	3/19/2012	73,700	5.20
Basswood Opportunity Partners, LP	3/26/2012	64,600	5.40
Basswood Financial Fund, LP	2/1/2012	1,460	4.46
Basswood Financial Fund, LP	2/2/2012	24,553	4.80
Basswood Financial Fund, LP	2/2/2012	19,847	4.80
Basswood Financial Fund, LP	2/16/2012	33,500	4.70
Basswood Financial Fund, LP	3/5/2012	8,553	4.60
Basswood Financial Fund, LP	3/16/2012	11,215	5.20
Basswood Financial Enhanced Fund, LP	2/1/2012		4.52
		2,429	
Basswood Financial Enhanced Fund, LP	2/2/2012		4.80
		447	
Basswood Financial Enhanced Fund, LP	2/2/2012		4.80
		362	
Basswood Financial Enhanced Fund, LP	2/16/2012		4.70
		594	
Basswood Financial Enhanced Fund, LP	3/1/2012		4.70
		3,071	
Basswood Financial Enhanced Fund, LP	3/5/2012		4.60
		260	
Basswood Financial Enhanced Fund, LP	3/16/2012		5.20
		520	
Basswood Enhanced Long Short Fund, LP	2/3/2012		4.85
		32,000	
Basswood Enhanced Long Short Fund, LP	2/3/2012		4.88
		180,000	
Basswood Enhanced Long Short Fund, LP	2/16/2012		4.70
		7,200	
Basswood Enhanced Long Short Fund, LP	3/1/2012		4.70
		(700)	
Basswood Enhanced Long Short Fund, LP	3/5/2012		4.60
		54,038	
Basswood Enhanced Long Short Fund, LP	3/14/2012		5.30
		133,100	
	3/15/2012		5.29
		100,000	

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Basswood Enhanced Long Short Fund, LP			
Basswood Enhanced Long Short Fund, LP	3/16/2012	23,590	5.20
Basswood Opportunity Fund, Inc.	2/6/2012	87,786	4.87
Basswood Opportunity Fund, Inc.	2/6/2012	8,514	4.85
Basswood Opportunity Fund, Inc.	2/7/2012	42,574	4.89
Basswood Opportunity Fund, Inc.	2/8/2012	48,400	4.92
Basswood Opportunity Fund, Inc.	3/19/2012	38,600	5.20
Basswood Opportunity Fund, Inc.	3/26/2012	33,700	5.40