

PILGRIMS PRIDE CORP
 Form 4
 November 08, 2010

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 *
 JBS USA Holdings, Inc.

2. Issuer Name and Ticker or Trading Symbol
 PILGRIMS PRIDE CORP [PPC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1770 PROMONTORY CIRCLE,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/05/2010

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

GREELEY,, CO 80634

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 11/05/2010 | | P | V A | Amount 7,000,000 Price \$ 5.96 | 144,140,425 | D ⁽¹⁾ |

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

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SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JBS USA Holdings, Inc. 1770 PROMONTORY CIRCLE GREELEY,, CO 80634 | | X | | |
| VVMB Participacoes LTDA. C/O AV. BRIGADEIRO FERIA LIMA, 2391 2 ANDAR CONJUNTO 22, SALA 2 SAO PAULO,, D5 01452-000 | | X | | |
| WWMB Participacoes LTDA. C/O AV. BRIGADEIRO FERIA LIMA, 2391 2 ANDAR CONJUNTO 22, SALA 2 SAO PAULO,, D5 01452-000 | | X | | |
| ZMF Participacoes LTDA. AV. MARGINAL DIREITA DO TIETE 500 VILA JAGUARA SAO PAULO,, D5 05118-100 | | X | | |
| J&F Participacoes S.A. C/O AV. BRIGADEIRO FERIA LIMA, 2391 2 ANDAR CONJUNTO 22, SALA 2 SAO PAULO,, D5 01452-000 | | X | | |
| ZMF Fundo de Investimento em Participacoes AV. MARGINAL DIREITA DO TIETE 500 VILA JAGUARA SAO PAULO,, D5 05118-100 | | X | | |
| JBS S.A. AV. BRIGADEIRO FERIA LIMA, 2391 2 ANDAR CONJUNTO 22, SALA 2 SAO PAULO,, D5 01452-000 | | X | | |

JBS Global A/S
 DAMPFAERGEVEJ 3
 2 2100 KBF O
 G7 X

JBS Hungary Holdings KFT
 VARKONYI UTCA 15
 SZOMBATHELY, K5 H-9700 X

Signatures

/s/ Christopher Gaddis, by power of attorney (Signature on behalf of VVMB Participacoes LTDA.) 11/08/2010

__Signature of Reporting Person Date

/s/ Christopher Gaddis, by power of attorney (Signature on behalf of WWMB Participacoes LTDA.) 11/08/2010

__Signature of Reporting Person Date

/s/ Christopher Gaddis, by power of attorney (Signature on behalf of ZMF Participacoes LTDA.) 11/08/2010

__Signature of Reporting Person Date

/s/ Christopher Gaddis, by power of attorney (Signature on behalf of J&F Participacoes S.A.) 11/08/2010

__Signature of Reporting Person Date

/s/ Christopher Gaddis, by power of attorney (Signature on behalf of ZMF Fundo de Investimento em Participacoes) 11/08/2010

__Signature of Reporting Person Date

/s/ Christopher Gaddis, by power of attorney (Signature on behalf of JBS S.A.) 11/08/2010

__Signature of Reporting Person Date

/s/ Christopher Gaddis, by power of attorney (Signature on behalf of JBS Global A/S) 11/08/2010

__Signature of Reporting Person Date

/s/ Christopher Gaddis, by power of attorney (Signature on behalf of JBS Hungary Holdings KFT) 11/08/2010

__Signature of Reporting Person Date

/s/ Christopher Gaddis, by power of attorney (Signature on behalf of JBS USA Holdings, Inc.) 11/08/2010

__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) As more particularly described in the Schedule 13D filed by JBS USA Holdings, Inc. ("JBS USA") and the other reporting persons identified therein (including the Reporting Owners listed above) (the "13D Reporting Persons") with the United States Securities and Exchange Commission on January 7, 2010, as amended on November 8, 2010, the Reporting Owners listed above, together with the other 13D Reporting Persons, share beneficial ownership of the 144,140,425 shares of common stock of Pilgrim's Pride Corporation directly owned by JBS USA. The ownership of all of the Reporting Owners listed above, other than JBS USA, is indirect.

Remarks:

The Form is the second of two being filed by JBS USA. Two Forms are being filed as there are more than ten joint filers. Filer

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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