

PILGRIM LONNIE A
Form 4
February 18, 2011

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 *
PILGRIM LONNIE A

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)
110 SOUTH TEXAS STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2011

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

PITTSBURG, TX 75686

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 | 02/16/2011 | | S ⁽¹⁾ | | 26,617 | D | \$ 8.0816 <u>(2)</u> | 13,747,409 | I ⁽⁴⁾ | By Pilgrim Interests, Ltd. |
| Common Stock | 02/17/2011 | | S | | 200,000 | D | \$ 8.4036 <u>(3)</u> | 13,547,409 | I ⁽⁴⁾ | By Pilgrim Interests, Ltd. |
| Common Stock | | | | | | | | 2,905,416 | D | |
| Common Stock | | | | | | | | 90,580 | I ⁽⁴⁾ | By Pilgrim |

| Class of Securities | Quantity | Code | Acquired By |
|---------------------|------------|------------------|--|
| Common Stock | 90,579 | I ⁽⁴⁾ | Family Trust I By Pilgrim Family Trust II |
| Common Stock | 68,013 | I ⁽⁴⁾ | By PFCP, Ltd. |
| Common Stock | 2,650 | I ⁽⁴⁾ | By UGMA |
| Common Stock | 1,790.4818 | I ⁽⁴⁾ | By employee benefit trust |

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)

| 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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PILGRIM LONNIE A 110 SOUTH TEXAS STREET PITTSBURG, TX 75686 | X | | | |

Signatures

/s/ Lonnie A. "Bo"
Pilgrim

02/18/2011

__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) Sold pursuant to a 10b5-1 plan.

The prices reported in Column 4 are weighted average prices. Shares were sold in multiple transactions on February 16, 2011, at prices ranging from \$8.00 to \$8.16, inclusive. The reporting person undertakes to provide to Pilgrim's Pride Corporation, any security holder of Pilgrim's Pride Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.

(2)

The prices reported in Column 4 are weighted average prices. Shares were sold in multiple transactions on February 17, 2011, at prices ranging from \$8.40 to \$8.421, inclusive. The reporting person undertakes to provide to Pilgrim's Pride Corporation, any security holder of Pilgrim's Pride Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.

(3)

The number of shares beneficially owned by Lonnie A. "Bo" Pilgrim includes shares of common stock held by family trusts, employee benefit trust, family limited partnerships and wife. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

(4)

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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