

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  10% Owner  
 \_\_\_\_ Officer (give title below) \_\_\_\_ 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 <sup>(1)</sup>

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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## 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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