

AUSTIN JOHN D  
Form 4  
November 22, 2005

**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 \*  
AUSTIN JOHN D

2. Issuer Name and Ticker or Trading Symbol  
PERFORMANCE FOOD GROUP CO [PFGC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
12500 WEST CREEK PARKWAY  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/21/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Financial Officer

RICHMOND, VA 23238

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common stock                    | 11/21/2005                           |  | M                              | 3,750 A \$ 7.25   | 15,490  | D  |                                   |
| Common stock                    | 11/21/2005                           |  | S                              | 677 D \$ 28.69  | 14,813  | D  |                                   |
| Common stock                    | 11/21/2005                           |  | S                              | 300 D \$ 28.68  | 14,513  | D  |                                   |
| Common stock                    | 11/21/2005                           |  | S                              | 6,523 D \$ 28.67  | 7,990   | D  |                                   |
| Common stock                    |                                      |  |                                |   | 2,482.6478  | I  | By ESOP                           |

Common stock 123.1025 I By 401k

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

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**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 |                                      | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|--------------------------------------|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | (A) Acquired                       | (D) Disposed of (Instr. 3, 4, and 5) | Date Exercisable   | Expiration Date |   |                            |
| Employee stock options                     | \$ 7.25  | 11/21/2005                           |  | M                              | 3,750                              |                                      | 02/15/2000   | 02/15/2006      | Common stock  | 3,750                      |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

AUSTIN JOHN D  
12500 WEST CREEK PARKWAY  
RICHMOND, VA 23238

Chief Financial Officer

## Signatures

J. Keith Middleton, by power of attorney 11/22/2005

\*\*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).

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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