

PILGRIMS PRIDE CORP
Form 4
March 14, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
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)
03/12/2012

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

GREELEY, CO 80634
(City) (State) (Zip)

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

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 Ownership (Instr. 4)
Common Stock	03/12/2012		P	V Amount 18,924,438 A Price \$ 5.69	194,990,667	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. 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		
VNBM Participacoes LTDA. C/O AV. BRIGADEIRO FERIA LIMA, 2391 2 ANDAR CONJUNTO 22, SALA 2 SAO PAULO, D5 01452-000		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. C/O AV. BRIGADEIRO FERIA LIMA, 2391 2 ANDAR CONJUNTO 22, SALA 2 SAO PAULO, D5 01452-000		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 C/O AV. BRIGADEIRO FERIA LIMA, 2391 2 ANDAR CONJUNTO 22, SALA 2 SAO PAULO, D5 01452-000		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 JBS USA Holdings, Inc.)	03/14/2012
**Signature of Reporting Person	Date
/s/ Christopher Gaddis, by power of attorney (Signature on behalf of VNBM Participacoes LTDA.)	03/14/2012
**Signature of Reporting Person	Date
/s/ Christopher Gaddis, by power of attorney (Signature on behalf of VVMB Participacoes LTDA.)	03/14/2012
**Signature of Reporting Person	Date
/s/ Christopher Gaddis, by power of attorney (Signature on behalf of WWMB Participacoes LTDA.)	03/14/2012
**Signature of Reporting Person	Date
/s/ Christopher Gaddis, by power of attorney (Signature on behalf of ZMF Participacoes LTDA.)	03/14/2012
**Signature of Reporting Person	Date
/s/ Christopher Gaddis, by power of attorney (Signature on behalf of J&F Participacoes S.A.)	03/14/2012
**Signature of Reporting Person	Date
/s/ Christopher Gaddis, by power of attorney (Signature on behalf of ZMF Fundo de Investimento em Participacoes)	03/14/2012
**Signature of Reporting Person	Date
/s/ Christopher Gaddis, by power of attorney (Signature on behalf of JBS S.A.)	03/14/2012
**Signature of Reporting Person	Date
/s/ Christopher Gaddis, by power of attorney (Signature on behalf of JBS Global A/S)	03/14/2012
**Signature of Reporting Person	Date
/s/ Christopher Gaddis, by power of attorney (Signature on behalf of JBS Hungary Holdings KFT)	03/14/2012
**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).
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 March 14, 2012, the Reporting Owners listed above, together with the other 13D Reporting Persons, share beneficial ownership of the 194,990,667 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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