<TYPE>10-K405
<SEQUENCE>1
<FILENAME>0001.txt
<DESCRIPTION>FORM 10-K405
<TEXT>

<PAGE>

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark One)

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended April 30, 2000

[_] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission file number: 0-2258
SMITHFIELD FOODS, INC.
(Exact name of registrant as specified in its charter)

Virginia (State or other jurisdiction of incorporation or organization)	52-0845861 (I.R.S. Employer Identification No.)
200 Commerce Street Smithfield, Virginia (Address of principal executive offices)	23430 (Zip Code)

(757) 365-3000
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<TABLE>

<S>	<C>
Title of each class	Name of each exchange on which registered
Common Stock, $.50 par value per share	New York Stock Exchange

</TABLE>

Securities registered pursuant to Section 12(g) of the Act:
None

(Title of Class)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [_]

The aggregate market value of the shares of Registrant's Common Stock held by non-affiliates as of July 12, 2000 was approximately $1,123,815,666. This figure was calculated by multiplying (i) the $27.19 last sales price of Registrant's Common Stock as reported on the New York Stock Exchange on July 12,

Part III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE COMPANY.....

ITEM 11. EXECUTIVE COMPENSATION.....

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT.....

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.....

Part IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K.....

SIGNATURES.....

INDEX TO FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULE.....
</TABLE>
<PAGE>

PART I

Item 1. Business

General

Smithfield Foods, Inc. is the world's largest pork processor and hog producer. As a holding company, Smithfield Foods conducts its business through two groups, the Meat Processing Group and the Hog Production Group, each comprised of a number of subsidiaries. In this discussion, the terms "Smithfield Foods" and "the Company" include subsidiaries, unless otherwise indicated.

Meat Processing Group

The Meat Processing Group produces domestically and internationally a wide variety of fresh pork and processed meat products and markets them nationwide and to over 25 foreign markets, including Canada, Poland, France, Japan and Mexico. The Meat Processing Group consists primarily of six domestic processing subsidiaries and four international pork processing entities. All these subsidiaries are wholly-owned except as indicated below. Collectively, these subsidiaries currently operate 48 slaughtering and further processing plants.

Meat Processing Group

<TABLE>
<CAPTION>

Subsidiary	Headquarters
<S>	<C>
John Morrell & Co.	Cincinnati, Ohio
The Smithfield Packing Company, Incorporated	Smithfield, Virginia
Schneider Corporation (63%-owned)	Kitchener, Ontario, Canada
Gwaltney of Smithfield, Ltd.	Smithfield, Virginia
Animex (85%-owned)	Warsaw, Poland
Lykes Meat Group, Inc.	Plant City, Florida
Patrick Cudahy Incorporated	Cudahy, Wisconsin
Societe Bretonne de Salaisons	Lampaul Guimiliau, France
North Side Foods Corp.	Arnold, Pennsylvania
Societe Financiere de Gestion et de Participation	Quimper and Lyon, France

</TABLE>

*Estimated annualized sales

Hog Production Group

To complement its processing operations, the Company has vertically integrated into hog production through its Hog Production Group, which currently provides the Meat Processing Group with approximately 50% of its live hog requirements. The Hog Production Group operates numerous production facilities through three wholly-owned subsidiaries headquartered in North Carolina as indicated below.

Hog Production Group

<TABLE>
<CAPTION>

Subsidiary	Principal Locations	Number of Sows
<S>	<C>	<C>
Carroll's Foods, Inc.	North Carolina and Virginia	180,000
Brown's of Carolina, Inc.*	North Carolina, Utah, Colorado and South Carolina	170,000
Murphy Farms, Inc.	North Carolina, Missouri, Oklahoma, Illinois, South Dakota and Texas	345,000

</TABLE>

* Numbers include 100% of the sows and market hogs produced by Circle Four Farms, LLC, a wholly-owned subsidiary of Smithfield Foods.

The discussion below of the Company's business first summarizes the Company's strategic initiatives and its historical expansion through a combination of internal growth and acquisitions. We will next discuss the Meat Processing Group's United States processing operations and international processing operations, then the Hog Production Group.

Business Strategy

The Company's business is based around four strategic initiatives:

- vertical integration into hog production through Company-owned hog production operations and long-term partnerships and alliances with other large and efficient hog producers;
- use of genetics which produce hogs that are among the leanest commercially available to enable the Company to market highly differentiated pork products;
- continued growth through opportunistic strategic acquisitions, both domestically and internationally; and
- balancing fresh pork and processed meats to maximize the value from all fresh pork cuts.

Historical Expansion and Acquisitions

Since 1975, when current management assumed control, Smithfield Foods has expanded both its production capacity and its markets through a combination of strong internal growth and the acquisition of regional and multi-regional companies with well-recognized brand identities. Beginning in fiscal 1999, the

and business experience during the past five years of each of the executive officers of the Company. The Board of Directors elects executive officers to hold office until the next annual meeting of the Board of Directors or until their successors are elected, or until their resignation or removal.

<TABLE>
<CAPTION>

Name and Age	Position with the Company	Busin
<S>	<C>	<C>
Joseph W. Luter, III (61)	Chairman of the Board, President and Chief Executive Officer of the Company	Mr. Lute Chief Ex 1995, an Presiden
Lewis R. Little (56)	President and Chief Operating Officer of Smithfield Packing and Lykes	Mr. Litt Operatin Packing Operatin Little s Company November Officer
Joseph B. Sebring (53)	President and Chief Operating Officer of John Morrell	Mr. Sebr Operatin
C. Larry Pope (45)	Vice President and Chief Financial Officer	Mr. Pope Company served a 1995 to Controll
Richard J. M. Poulson (61)	Vice President, General Counsel and Senior Advisor to the Chairman	Mr. Poul and Seni Between director bank wit Prior to partner Washingt

</TABLE>

<PAGE>

PART II

Item 5. Market for Company's Common Equity and Related Stockholder Matters

Market Information

The Common Stock of the Company has traded on The New York Stock Exchange under the symbol "SFD" since September 28, 1999. Prior to that the Common Stock traded on The Nasdaq National Market under the symbol "SFDS." The following table shows the high and low sales price of the Common Stock of the Company for each quarter of fiscal 2000 and 1999.

<TABLE>
<CAPTION>

	Range of Sal
	High

<S>	<C>
Fiscal year ended May 2, 1999	
First quarter	31.00
Second quarter	27.00
Third quarter	36.12
Fourth quarter	30.00
Fiscal year ended April 30, 2000	
First quarter	34.06
Second quarter	31.88
Third quarter	26.00
Fourth quarter	22.75

</TABLE>

Holders

As of July 12, 2000, there were 1,253 record holders of the Common Stock. In addition, there were on such date 244 record holders of the Exchangeable Shares issued by Smithfield Foods' subsidiary Smithfield Canada Limited, an Ontario corporation. The terms of such Exchangeable Shares are incorporated by reference as an exhibit to this Annual Report on Form 10-K.

Dividends

The Company has never paid a cash dividend on its Common Stock and does not anticipate paying cash dividends on its Common Stock in the foreseeable future. In addition, the terms of certain of the Company's debt agreements prohibit the payment of cash dividends on the Common Stock. The payment of cash dividends, if any, would be made only from assets legally available for that purpose and would depend on the Company's financial condition, results of operations, current and anticipated capital requirements, restrictions under then existing debt instruments and other factors then deemed relevant by the board of directors.

Item 6. Selected Financial Data

The selected consolidated financial data set forth below for the fiscal years indicated were derived from the Company's audited consolidated financial statements. The information should be read in conjunction with the Company's consolidated financial statements (including the notes thereto) and "Management's Discussion and Analysis of Financial Condition and Results of Operations" appearing elsewhere in, or incorporated by reference into this report.

<TABLE>
<CAPTION>

	FISCAL YEAR ENDE		
	April 30, 2000	May 2, 1999	May 3, 1998
		(In thousands,	except per sh
<S>	<C>	<C>	<C>
INCOME STATEMENT DATA:			
Sales	$5,150,469	$3,774,989	$3,867,442
Costs of sales	4,456,403	3,235,414	3,479,629
Gross profit	694,066	539,575	387,813
Selling, general and administrative expenses	390,634	295,610	219,861
Depreciation expense	109,893	63,524	42,300
Interest expense	71,944	40,521	31,891
Minority interests	1,608	(3,518)	199

Nonrecurring charge	-	-	12,600
Income from continuing operations before income taxes	119,987	143,438	80,962
Income taxes	44,875	48,554	27,562
Income from continuing operations	75,112	94,884	53,400
Income (loss) from discontinued operations	-	-	-
Net Income	$ 75,112	$ 94,884	$ 53,400
DILUTED INCOME (LOSS) PER SHARE:			
Continuing operations	$ 1.52	$ 2.32	$ 1.34
Discontinued operations		-	-
Net income	$ 1.52	$ 2.32	$ 1.34
Average diluted shares outstanding	49,386	40,962	39,732
BALANCE SHEET DATA:			
Working capital	$ 609,857	$ 215,865	$ 259,188
Total assets	3,129,613	1,771,614	1,083,645
Long term debt and capital lease obligations	1,187,770	594,241	407,272
Shareholders' equity	902,909	542,246	361,010
OPERATING DATA:			
Fresh pork sales (pounds)	2,786,400	2,687,412	2,539,221
Processed meats sales (pounds)	2,192,100	1,606,021	1,370,232
Total hogs purchased	19,358	19,093	17,952

</TABLE>

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

<PAGE>

This discussion of management's views on the financial condition and results of operations of the Company should be read in conjunction with the consolidated financial statements and the notes to the consolidated financial statements appearing elsewhere in this Form 10-K.

Introduction

Smithfield Foods, Inc. (the "Company") is comprised of a Meat Processing Group ("MPG") and a Hog Production Group ("HPG"). The MPG consists primarily of six wholly owned domestic pork processing subsidiaries and four international pork processing entities. The HPG consists primarily of three hog production operations located in the United States and certain joint venture investments outside the United States.

Acquisitions

Several acquisitions affect the comparability of the results of operations for fiscal year 2000, 1999 and 1998 including the following:

In January of fiscal 2000, the Company completed the acquisition of Murphy Farms, Inc. ("MFI") and its affiliated companies for 11.1 million shares of the Company's common stock (subject to post-closing adjustments) and the assumption of approximately $203.0 million in debt, plus other liabilities. MFI is a hog

Investments in and net advances to subsidiaries, at cost plus equity in undistributed earnings	1,457,414	
Other assets:		
Investment in partnerships	545	
Property, plant and equipment, net	20,412	
Other	47,691	
Total other assets	68,648	
	$1,604,437	$1,
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term debt	$ 18,133	$
Accounts payable	6,996	
Accrued expenses	53,368	
Total current liabilites	78,497	
Long-term debt	571,237	
Deferred income taxes and other noncurrent liabilites	51,794	
Shareholders' equity	902,909	
	$1,604,437	$1,

The accompanying notes are an integral part of these statements

</TABLE>

F-25

<PAGE>

SCHEDULE I--CONDENSED FINANCIAL INFORMATION OF REGISTRANT

SMITHFIELD FOODS, INC.

PARENT COMPANY STATEMENTS OF INCOME

<TABLE>
<CAPTION>

	52 Weeks Ended April 30, 2000	52 W May (In
<S>	<C>	
Sales	$ -	
Cost of sales	(8,379)	
Gross Profit	8,379	
General and administrative expenses, net of allocation to subsidiaries	24,696	
Depreciation expense	2,205	
Interest expense	31,756	
Nonrecurring charge	-	

Loss before income tax benefit and equity in earnings of subsidiaries	(50,278)
Income tax benefit	(21,795)
Loss before equity in earnings of subsidiaries	(28,483)
Equity in earnings of subsidiaries	103,595
Net income	$75,112

The accompanying notes are an integral part of these statem

</TABLE>
<PAGE>

SCHEDULE I--CONDENSED FINANCIAL INFORMATION OF REGISTRANT

SMITHFIELD FOODS, INC.

PARENT COMPANY STATEMENTS OF CASH FLOWS

<TABLE>
<CAPTION>

	52 Wee April
<S>	
Cashflows from operating activities:	
Net Income	$75
Adjustments to reconcile net income to net cash provided by operating activities:	
Depreciation and amortization	4
(Gain) loss on sale of property, plant and equipment	
Changes in operating assets and liabilities:	
Deferred income taxes and other noncurrent liabilities	19
Accounts receivable	3
Receivables from related parties	4
Other current assets	(33
Accounts payable and accrued expenses	(5
Refundable income taxes	
Other assets	(7
Net cash provided by operating activities	58
Cashflows from investing activities:	
Capital expenditures	(1
Increase in investment in and net advances to subsidiaries	(217
Investments in partnerships	30
Net cash used in investing activities:	(188
Cash flows from financing activities:	
Proceeds from issuance of long-term debt	225
Principal payments on long-term debt	(26

Repurchase and retirement of common stock	(73
Proceeds from exercise of stock options	4
Net cash provided by financing activities:	129
Net (decrease) increase in cash and cash equivalents	
Cash and cash equivalents at beginning of year	
Cash and cash equivalents at end of year	$

The accompanying notes are an integral part of these st

</TABLE>
<PAGE>

Schedule I-Condensed Financial Information of Registrant

Smithfield Foods, Inc.

Notes to Parent Company Financial Statements

(Dollars In Thousands)

April 30, 2000 and May 2, 1999

1. The Notes to Parent Company Financial Statements should be read in conjunction with the Registrant's Notes to Consolidated Financial Statements included herein.

2. Restricted assets of Registrant:

   Existing loan convenants contain provisions which limit the amount of funds available for transfer from the subsidiaries to Smithfield Foods, Inc. without the consent of certain lenders.

3. Accrued expenses as of April 30, 2000 and May 2, 1999 are as follows:

<TABLE>

	2000	1999
<S>	<C>	<C>
Self-insurance reserves	$22,006	$20,216
Interest	10,626	8,957
Other	20,736	32,081
	$53,368	$61,254

</TABLE>

4. Long-term Debt:

In fiscal 2000, the Company increased the revolving credit facility borrowing from $300,000 to $650,000. The borrowings are prepayable and bear interest, at the Company's option, at various rates based on margins over the federal funds rate or Eurodollar rate and expires in July 2002.

In fiscal 2000, the Company placed $225,000 ten-year senior secured notes. The $225,000 million in senior secured notes include $75,000 in variable rate debt, $100,000 of notes at 7.89% and $50,000 of notes at 8.44%. A substantial portion of the proceeds from the notes were advanced to the Registrant's subsidiaries.

As of April 30, 2000, the Registrant guaranteed $18,171 of capital lease obligations of its subsidiaries.

Scheduled maturities of the Registrant's long-term debt consists of the following:

<TABLE>
<CAPTION>

Fiscal Year	
<S>	<C>
2001	$ 18,133
2002	18,084
2003	25,473
2004	64,886
2005	26,414
Thereafter	436,380
	$589,370

</TABLE>

5. The amount of dividends received from subsidiaries in fiscal 2000 and 1999 was $37,800 and $76,700 million, respectively.

<PAGE>

6. In fiscal 1998, the Registrant's shareholders approved the reincorporation of the Registrant in Virginia from Delaware. The purpose of the reincorporation was to reduce annual franchise taxes and does not affect the Registrant's capitalization or the manner in which it operates.

7. Supplemental disclosures of cash flow information:

<TABLE>

	2000	1999
<S> <C>	<C>	<C>
Interest paid, net of amount capitalized	$ 39,107	$28,180
Income taxes paid	$ 24,458	$15,306
Noncash investing and financing activities:		
Common stock issued for acquisitions	$369,407	$73,049