

Batista Flora Mendonca
 Form 4
 January 20, 2010

FORM 4

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

OMB APPROVAL

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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)
01/18/2010

___ Director ___X___ 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
 ___X___ 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 | 01/18/2010 ⁽¹⁾⁽²⁾ | | J ⁽¹⁾⁽²⁾ | | 2,742,805 | A | <u>(3)</u> |
| | | | | | 137,140,425 | D | <u>(4)</u> |

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 Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JBS USA Holdings, Inc. 1770 PROMONTORY CIRCLE GREELEY, CO 80634 | | X | | |
| Batista Flora Mendonca AV. BRIGADEIRO FERIA LIMA, 2391 2 ANDAR CONJUNTO 22, SALA 2 SAO PAULO, D5 01452-000 | | X | | |
| Ramos Valeria Batista Mendonca AV. BRIGADEIRO FERIA LIMA, 2391 2 ANDAR CONJUNTO 22, SALA 2 SAO PAULO, D5 01452-000 | | X | | |
| Batista Vanessa Mendonca AV. BRIGADEIRO FERIA LIMA, 2391 2 ANDAR CONJUNTO 22, SALA 2 SAO PAULO, D5 01452-000 | | X | | |
| Batista Vivianne Mendonca AV. BRIGADEIRO FERIA LIMA, 2391 2 ANDAR CONJUNTO 22, SALA 2 SAO PAULO, D5 01452-000 | | X | | |
| JJB Participacoes LTDA. AV. BRIGADEIRO FERIA LIMA, 2391 2 ANDAR CONJUNTO 22, SALA 2 SAO PAULO, D5 01452-000 | | X | | |
| JJMB Participacoes LTDA. AV. BRIGADEIRO FERIA LIMA, 2391 2 ANDAR CONJUNTO 22, SALA 2 SAO PAULO, D5 01452-000 | | X | | |

VLBM Participacoes LTDA.
 AV. BRIGADEIRO FERIA LIMA, 2391
 2 ANDAR CONJUNTO 22, SALA 2
 SAO PAULO, D5 01452-000 X

VNBM Participacoes LTDA.
 AV. BRIGADEIRO FERIA LIMA, 2391
 2 ANDAR CONJUNTO 22, SALA 2
 SAO PAULO, D5 01452-000 X

Signatures

/s/ Christopher Gaddis, by power of attorney (Signature on behalf of Flora Mendonca Batista) 01/20/2010

__Signature of Reporting Person Date

/s/ Christopher Gaddis, by power of attorney (Signature on behalf of Valeria Batista Mendonca Ramos) 01/20/2010

__Signature of Reporting Person Date

/s/ Christopher Gaddis, by power of attorney (Signature on behalf of Vanessa Mendonca Batista) 01/20/2010

__Signature of Reporting Person Date

/s/ Christopher Gaddis, by power of attorney (Signature on behalf of Vivianne Mendonca Batista) 01/20/2010

__Signature of Reporting Person Date

/s/ Christopher Gaddis, by power of attorney (Signature on behalf of JJBJ Participacoes LTDA.) 01/20/2010

__Signature of Reporting Person Date

/s/ Christopher Gaddis, by power of attorney (Signature on behalf of JJMB Participacoes LTDA.) 01/20/2010

__Signature of Reporting Person Date

/s/ Christopher Gaddis, by power of attorney (Signature on behalf of VLBM Participacoes LTDA.) 01/20/2010

__Signature of Reporting Person Date

/s/ Christopher Gaddis, by power of attorney (Signature on behalf of VNBM Participacoes LTDA.) 01/20/2010

__Signature of Reporting Person Date

/s/ Christopher Gaddis, by power of attorney (Signature on behalf of JBS USA Holdings, Inc.) 01/20/2010

__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 Statement on Schedule 13D (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 (the "SEC") on January 7, 2010, the Amended and Restated Employment

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Agreement, dated as of January 27, 2009, between Pilgrim's Pride Corporation ("PPC") and Don Jackson provides that 1,542,828 shares of Old Common Stock (as defined in the Schedule 13D) will vest, effective as of December 27, 2009, in Don Jackson's favor in the event that certain performance conditions set forth therein are determined to have been satisfied.

On January 18, 2010, PPC determined that such performance conditions had been satisfied. Therefore, in accordance with the terms of the Stock Purchase Agreement, dated as of September 16, 2009, as amended (the "Stock Purchase Agreement"), between PPC and JBS

- (2) USA, the number of shares of common stock of PPC ("Common Stock") acquired by JBS USA on December 28, 2009 (the "Closing Date") was 137,140,425 (in lieu of the 134,397,620 shares of Common Stock previously reported on the Form 3 filed by the Reporting Owners listed above with the SEC on January 7, 2010).
- (3) The shares of Common Stock were acquired for no consideration separate from the \$800 million in cash paid by JBS USA to PPC on the Closing Date pursuant to the Stock Purchase Agreement.
- (4) As more particularly described in the Schedule 13D, the Reporting Owners listed above, together with the other 13D Reporting Persons, share beneficial ownership of the 137,140,425 shares of Common Stock 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. Filers on the first of the two Forms are: Jose Batista Sobrinho, Flora Mendonca Batista, Valeria Batista Mendonca, Vanessa Mendonca Batista, Vivianne Mendonca Batista, JBBJ Participacoes LTDA., JJMB Participacoes LTDA., VLBM Participacoes VNBM Participacoes LTDA., and JBS USA.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.