

Sobrinho Jose Batista
 Form 4
 January 21, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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)
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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 01/18/2010 ⁽¹⁾⁽²⁾ | | J ⁽¹⁾⁽²⁾ | V Amount (A) or (D) Price | 2,742,805 A ⁽³⁾ 137,140,425 | D ⁽⁴⁾ | |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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. 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 | | |
| WWMB Participacoes LTDA. 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 | | |
| J&F Participacoes S.A. 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 |
| Sobrinho Jose Batista 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 VVMB Participacoes LTDA.) | 01/20/2010 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Gaddis, by power of attorney (Signature on behalf of WWMB Participacoes LTDA.) | 01/20/2010 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Gaddis, by power of attorney (Signature on behalf of ZMF Participacoes LTDA.) | 01/20/2010 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Gaddis, by power of attorney (Signature on behalf of J&F Participacoes S.A.) | 01/20/2010 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Gaddis, by power of attorney (Signature on behalf of ZMF Fundo De Investimento em Participacoes) | 01/20/2010 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Gaddis, by power of attorney (Signature on behalf of JBS S.A.) | 01/20/2010 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Gaddis, by power of attorney (Signature on behalf of JBS Global A/S) | 01/20/2010 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Gaddis, by power of attorney (Signature on behalf of JBS Hungary Holdings KFT.) | 01/20/2010 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Gaddis, by power of attorney (Signature on behalf of Jose Batista Sobrinho) | 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).

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 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.

(1)

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 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).

(2)

(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 first of two being filed by JBS USA. Two Forms are being filed as there are more than ten joint filers.

Filers on the second of the two Forms are: VVMB Participacoes LTDA., WWMB Participacoes LTDA., ZMF Participacoes Participacoes S.A., ZMF Fundo De Investimento em Participacoes, JBS S.A., JBS Global A/S, JBS Hungary Holdings KFT., USA.

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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