GOLDBERG LUELLA G

Form 4

January 16, 2007

FORM 4

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

GOLDBERG LUELLA G Symbol		er Name and Ticker or Trading MEL FOODS CORP /DE/	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
		[HRL]		(Check an applicable)	
(Last)	(First) (M	,	of Earliest Transaction (Day/Year)	_X_ Director 10% Owner Officer (give title Other (specify	
1 HORME	L PLACE	01/15/	· · ·	below) below)	
	(Street)	4. If An	nendment, Date Original	6. Individual or Joint/Group Filing(Check	
Filed(N AUSTIN, MN 55912			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Report Person		
(City)	(State)	(Zip) Tal	ble I - Non-Derivative Securities Acq	uired, 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. 4. Securities Acquired (A Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price	5. Amount of Securities Ownership Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect Reported (I) Transaction(s) (Instr. 3 and 4)	
Common Stock	01/15/2007		M 2,000 A \$ 11.937	41,478.154 5 (1) D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Num conf Deri Securit Acquir (A) or Dispos (D) (Instr. and 5)	ivative ties red sed of 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 E S
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 11.9375	01/15/2007		M	2	2,000	08/03/1997	02/03/2007	Common Stock	2,000	

Reporting Owners

Reporting Owner Name / Address	Relationships				
• 0	Director	10% Owner	Officer	Other	
GOLDBERG LUELLA G 1 HORMEL PLACE AUSTIN, MN 55912	X				

Signatures

Luella G. Goldberg, by Power of Attorney

01/15/2007

**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).

The amount reported includes 6,138 shares subject to certain restrictions (including possible forfeiture) applicable to restricted stock (1) grants under the 2000 Nonemployee Director Stock Option and Award Plan, and the 2000 Stock Incentive Plan. Reporting Person also holds 15,034.86 phantom shares in a deferred stock plan account.

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.

Reporting Owners 2