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:SCRIPTION>SMITHFIELD FOODS, INC. 10-Q
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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended August 2, 1998
or

NSITION 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.
200 Commerce Street
Smithfield, Virginia 23430

(757) 365-3000

Virginia	52-0845861
(State of ncorporation)	(I.R.S. Employer Identification Number)

licate by check mark whether the Registrant (1) has filed all reports required be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during preceding 12 months (or for such shorter period that the registrant was quired to file such reports), and (2) has been subject to such filing quirements for the past 90 days.

Yes x No

Class	Shares outstanding at September 9, 1998

SMITHFIELD FOODS, INC..

_____
Aaron D. Trub
Vice President, Chief Financial Officer and Secretary

_____
C. Larry Pope
Vice President, Finance

Date: September 11, 1998

13-13

TEXT>
DOCUMENT>
OCUMENT>
YPE>EX-3
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EXHIBIT 3.2

BYLAWS

OF

SMITHFIELD FOODS, INC.

As Amended and Restated on August 27, 1998

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ARTICLE I
SHAREHOLDERS

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SECTION 4.7 CHIEF FINANCIAL OFFICER. The Chief Financial Officer shall ve charge of and be responsible for all securities, funds, receipts and sbursements of the Corporation, and shall deposit or cause to be deposited, in e name of the Corporation, all monies or valuable effects in such banks, trust npanies or other depositories as shall, from time to time, be selected by or der authority granted by the Board of Directors; he shall be custodian of the nancial records of the Corporation; he shall keep or cause to be kept full and curate records of all receipts and disbursements of the Corporation and shall nder to the Chairman of the Board, the Chief Executive Officer, the President, any, and the Board of Directors, whenever requested, an account of the nancial condition of the Corporation; and he shall perform such other duties may be assigned to him by the Chief Executive Officer or the Board of rectors.

SECTION 4.8 SECRETARY. The Secretary, subject to the direction of the ief Executive Officer, shall have general responsibility for and custody of e minutes of all meetings of the shareholders and of the Board of Directors d of all committees appointed by the Board. He shall have general sponsibility for and custody of the corporate seal, the transfer books, and ner records and documents of the corporation not pertaining to the performance duties vested in other officers. He shall cause notice to be given of etings of shareholders, of the Board of Directors, and of all committees pointed by the Board of Directors. He shall perform such other duties as from ne to time may be assigned to him by the Chairman of the Board or the Board of rectors or as may be required by law.

SECTION 4.9 VOTING SECURITIES OF OTHER CORPORATIONS. Unless otherwise ovided by the Board of Directors, any one of the Chairman of the Board, the ief Executive Officer, the President, the Secretary or any Assistant Secretary all have the power (and may appoint from time to time any other person) to act r and vote on behalf of the Corporation at all meetings of the shareholders of y corporation in which the Corporation holds stock or in connection with the nsent of the shareholders in lieu of any such meeting.

SECTION 4.10 BONDS. The Board of Directors may require that any or all ficers, employees and agents of the Corporation give bond to the Corporation, th sufficient sureties, conditioned upon the faithful performance of the ties of their respective offices or positions.

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ARTICLE V
CAPITAL STOCK

SECTION 5.1 FORM. Shares of the Corporation shall, when fully paid, be idenced by certificates containing such information as is required by law and proved by the Board of Directors. Certificates for stock of the Corporation all be signed by the Chairman of the Board, the Chief Executive Officer, the esident or a Vice President and by the Secretary or an Assistant Secretary of e Corporation. Any or all of the signatures on the certificate may be a