

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PILGRIM'S PRIDE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

75-1285071
(I.R.S. Employer
Identification Number)

4845 US Highway 271 North
Pittsburg, Texas 75686
(903) 434-1000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

RICHARD A. COGDILL
Executive Vice President, Chief Financial Officer, Secretary and Treasurer
4845 US Highway 271 North
Pittsburg, Texas 75686
(903) 434-1000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:

ALAN G. HARVEY
Baker & McKenzie LLP
2001 Ross Avenue
Suite 2300
Dallas, Texas 75201
(214) 978-3000

Approximate date of commencement of proposed sale to the public: From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-117472

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the Prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Unit	Proposed Maximum Aggregate Offering Price ⁽¹⁾	Amount of Registration Fee
Debt Securities				
Preferred Stock, par value \$.01 per share				
Common Stock, par value \$.01 per share ⁽²⁾				
Total	\$40,000,000	— ⁽³⁾	\$40,000,000	\$4,708

(1) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933.

(2) Such indeterminate number or amount of Debt Securities, Preferred Stock or Common Stock as may from time to time be issued at indeterminate prices in an aggregate public offering price for all securities not to exceed \$40,000,000 or the equivalent thereof in one or more foreign currencies (including composite currencies). This Registration Statement also covers such indeterminate amount of securities as may be issued in exchange for, or upon conversion of, as the case may be, the Debt Securities or Preferred Stock registered hereunder. Such amount is exclusive of accrued interest or dividends, if any. Any securities registered hereunder may be sold separately or as units with other securities registered hereunder. No separate consideration will be received for any securities registered hereunder that are issued in exchange for, or upon conversion of, as the case may be, the Debt Securities or Preferred Stock.

(3) Omitted pursuant to General Instruction II.D. of Form S-3.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) solely to increase the amount of securities which may be issued by us. Pursuant to Rule 462(b), the contents of the Registration Statement on Form S-3 (Registration Number 333-117472), including the exhibits thereto and each of the documents incorporated therein by reference, are hereby incorporated by reference into this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburg, State of Texas, on the 4th day of August, 2005.

PILGRIM'S PRIDE CORPORATION

By: /s/ Richard A. Cogdill

RICHARD A. COGDILL
Executive Vice President, Chief Financial Officer,
Secretary, Treasurer and Director

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____		
LONNIE "BO" PILGRIM	Chairman of the Board (Principal Executive Officer)	August 4, 2005
* _____		
CLIFFORD E. BUTLER	Vice Chairman of the Board	August 4, 2005
* _____		
O.B. GOOLSBY, JR.	President and Director	August 4, 2005
<u>/s/ Richard A. Cogdill</u>		
RICHARD A. COGDILL	Executive Vice President, Chief Financial Officer, Secretary, Treasurer, and Director (Principal Financial and Accounting Officer)	August 4, 2005
* _____		
LONNIE KEN PILGRIM	Director	August 4, 2005
* _____		
CHARLES L. BLACK	Director	
* _____		
S. KEY COKER	Director	
* _____		
BLAKE D. LOVETTE	Director	August 4, 2005
* _____		
VANCE C. MILLER	Director	August 4, 2005
* _____		
JAMES G. VETTER, JR.	Director	August 4, 2005

Signature

Title

Date

DONALD L. WASS, Ph.D.

Director

LINDA CHAVEZ

Director

KEITH W. HUGHES

Director

* By: /s/ Richard A. Cogdill

Richard A. Cogdill
Attorney-in-Fact

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
5.1	Legal Opinion of Baker & McKenzie LLP
23.1	Consent of Baker & McKenzie LLP (included in Exhibit 5.1)
23.2	Consent of Ernst & Young, LLP

Baker & McKenzie LLP
2300 Trammell Crow Center
2001 Ross Avenue
Dallas, Texas 75201

August 4, 2005
Pilgrim's Pride Corporation
4845 US Highway 271 North
Pittsburg, Texas 75686

Ladies and Gentlemen,

We have acted as counsel to Pilgrim's Pride Corporation, a Delaware corporation (the "Company"), in connection with the preparation of the registration statement on Form S-3 (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), with respect to the Company's (i) debt securities (the "Debt Securities"), in one or more series, which may be senior, senior subordinated or subordinated in priority of payment, certain of which may be convertible or exchangeable into (a) common stock, par value \$.01 per share, of the Company ("Common Stock") or (b) preferred stock, par value \$.01 per share, of the Company ("Preferred Stock"), which may be convertible into shares of Common Stock or exchangeable for Debt Securities; (ii) shares of Common Stock; and (iii) shares of Preferred Stock (such Debt Securities, Common Stock and Preferred Stock are collectively referred to herein as the "Securities" and each, a "Security"), which Securities may be issued from time to time pursuant to Rule 415 under the Securities Act for an aggregate initial offering price not to exceed \$40,000,000.

We have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Company's certificate of incorporation, its certificate of amendment of certificate of incorporation, and the amended and restated bylaws, each as amended to the date hereof (the "Charter Documents"); (ii) resolutions adopted by the board of directors of the Company (the board of directors, or to the extent permitted by Section 141 of the Delaware General Corporation Law (the "DGCL"), a duly constituted and acting committee thereof, being referred to herein as the "Board"); (iii) the Indenture and First Supplemental Indenture, both dated August 9, 2001, by and between the Company and JP Morgan Chase Bank (formerly known as The Chase Manhattan Bank) as Trustee (the "Existing Indenture"); (iv) the form of indenture for senior debt securities (the "Senior Indenture") to be entered into between the Company and the trustee, in the form included as an exhibit to the Registration Statement; (v) the form of indenture for subordinated debt securities (the "Subordinated Indenture," and together with the Existing Indenture and the Senior Indenture, the "Indentures," and each, an "Indenture") to be entered into between the Company and the trustee, in the form included as an exhibit to the Registration Statement; and (vi) such other certificates, statutes and other instruments and documents as we considered appropriate for purposes of the opinions hereafter expressed.

As to any facts material to our opinion, we have made no independent investigation of such facts and have relied, to the extent that we deem such reliance proper, upon certificates of public officials and officers or other representatives of the Company.

In rendering the opinions set forth below, we have assumed that (i) all information contained in all documents reviewed by us is true and correct; (ii) all signatures on all documents examined by us are genuine; (iii) all documents submitted to us as originals are authentic and all documents submitted to us as copies conform to the originals of those documents; (iv) each natural person signing any document reviewed by us had the legal capacity to do so; (v) each person signing in a representative capacity (other than on behalf of the Company) any document reviewed by us had authority to sign in such capacity; (vi) the Registration Statement, and any amendments thereto (including post-effective amendments), will have become effective and comply with all applicable laws; (vii) a prospectus supplement will have been prepared and filed with the Commission describing the Securities offered thereby; (viii) all Securities will be issued and sold in compliance with applicable federal and state securities laws and in the manner stated in the Registration Statement and the applicable prospectus supplement; (ix) the Senior Indenture and the Subordinated Indenture, together with any supplemental indenture relating to a series of Debt Securities to be issued under any of the Indentures, will each be duly authorized, executed and delivered by the parties thereto in substantially the form reviewed by us; (x) a Form T-1 has been or will be filed with the Commission with respect to the trustee executing the Senior Indenture, the Subordinated Indenture or any indentures

supplemental to any of the Indentures; (xi) a definitive purchase, underwriting or similar agreement with respect to any Securities offered will have been duly authorized and validly executed and delivered by the Company and the other parties thereto; (xii) any Securities issuable upon conversion, exchange or exercise of any Security being offered will have been duly authorized, created and, if appropriate, reserved for issuance upon such conversion, exchange or exercise; and (xiii) with respect to shares of Common Stock or Preferred Stock offered, there will be sufficient shares of Common Stock or Preferred Stock authorized under the Company's Charter Documents and not otherwise reserved for issuance.

Based on the foregoing, we are of the opinion that:

1. With respect to Debt Securities to be issued under the Existing Indenture, when (i) the Board has taken all necessary corporate action to approve the issuance and terms of the Debt Securities, the terms of the offering thereof and related matters; (ii) the terms of the Debt Securities and of their issuance and sale have been established so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company; and (iii) the Debt Securities have been duly executed, authenticated, issued and delivered in accordance with the provisions of the Existing Indenture and in accordance with the applicable definitive purchase, underwriting or similar agreement approved by the Board upon payment of the consideration provided for therein, the Debt Securities will be legally issued and will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms and will be entitled to the benefits of the Existing Indenture.

2. With respect to Debt Securities to be issued under the Senior Indenture, when (i) the Senior Indenture has been duly qualified under the Trust Indenture Act of 1939, as amended (the "TIA"); (ii) the Board has taken all necessary corporate action to approve the issuance and terms of the Debt Securities, the terms of the offering thereof and related matters; (iii) the terms of the Debt Securities and of their issuance and sale have been established so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company; and (iv) the Debt Securities have been duly executed, authenticated, issued and delivered in accordance with the provisions of the Senior Indenture and in accordance with the applicable definitive purchase, underwriting or similar agreement approved by the Board upon payment of the consideration therefor provided for therein, the Debt Securities will be legally issued and will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms and will be entitled to the benefits of the Senior Indenture.

3. With respect to Debt Securities to be issued under the Subordinated Indenture, when (i) the Subordinated Indenture has been duly qualified under the TIA; (ii) the Board has taken all necessary corporate action to approve the issuance and terms of the Debt Securities, the terms of the offering thereof and related matters; (iii) the terms of the Debt Securities and of their issuance and sale have been established so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company; and (iv) the Debt Securities have been duly executed, authenticated, issued and delivered in accordance with the provisions of the Subordinated Indenture and in accordance with the applicable definitive purchase, underwriting or similar agreement approved by the Board upon payment of the consideration therefor provided for therein, the Debt Securities will be legally issued and will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms and will be entitled to the benefits of the Subordinated Indenture.

4. With respect to shares of Common Stock, when (i) the Board has taken all necessary corporate action to approve the issuance and terms of the offering thereof and related matters; and (ii) certificates representing the shares of Common Stock have been duly executed, countersigned, registered and delivered either (a) in accordance with the applicable definitive purchase, underwriting or similar agreement approved by the Board upon payment of the consideration therefor (not less than the par value of the Common Stock) provided for therein, or (b) upon conversion, exchange or exercise of any other Security in accordance with the terms of the Security or the instrument governing the Security providing for the conversion, exchange or exercise as approved by the Board, for the consideration approved by the Board (not less than the par value of the Common Stock), the shares of Common Stock will be validly issued, fully paid and non-assessable.

5. With respect to shares of any series of Preferred Stock, when (i) the Board has taken all necessary corporate action to approve the issuance and terms of the shares of the series, the terms of the offering thereof and related matters, including the adoption of a resolution establishing and designating the series and fixing and determining the preferences, limitations, and relative rights thereof and the filing of a statement with respect to the series with the Secretary of State of the State of Delaware as required under Section 151 of the DGCL (the "Certificate of Designation"); and (ii) certificates representing the shares of the series of Preferred Stock have been duly executed, countersigned, registered and delivered either (a) in accordance with the applicable definitive purchase, underwriting or similar agreement approved by the Board upon payment of the consideration therefor (not less than the par value of the Preferred Stock) provided for therein, or (b) upon conversion, exchange or exercise of any other Security in accordance with the terms of the Security or the instrument governing the Security providing for the conversion, exchange or exercise as approved by the Board, for the consideration approved by the Board (not less than the par value of the Preferred Stock), the shares of the series of Preferred Stock will be validly issued, fully paid and non-assessable.

The foregoing opinions are qualified to the extent that the enforceability of any document, instrument or Security may be limited by or subject to (i) bankruptcy, insolvency, fraudulent transfer or conveyance, reorganization, moratorium or other similar laws relating to or affecting creditors' rights generally, and general equitable or public policy principles, and (ii) with respect to any Debt Securities denominated in a currency other than United States dollars, the requirement that a claim (or a foreign currency judgment in respect of such a claim) with respect to such Securities be converted to United States dollars at a rate of exchange prevailing on a date determined pursuant to applicable law or governmental authority.

We express no opinions concerning (i) the validity or enforceability of any provisions contained in the Existing Indenture, the Senior Indenture or the Subordinated Indenture that purport to waive or not give effect to rights to notices, defenses, subrogation or other rights or benefits that cannot be effectively waived under applicable law or (ii) the enforceability of indemnification provisions to the extent they purport to relate to liabilities resulting from or based upon negligence or any violation of federal or state securities or blue sky laws.

The foregoing opinions are limited in all respects to the laws of the States of New York and Texas, the General Corporation Law of the State of Delaware (including all applicable provisions of the Delaware constitution and reported judicial decisions interpreting these laws), and the federal laws of the United States of America, and we do not express any opinions as to the laws of any other jurisdiction.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name under the caption "Legal Matters" in the prospectus forming a part of the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act and the rules and regulations of the Commission issued thereunder.

Very truly yours,

Baker & McKenzie LLP

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our firm under the caption "Experts" in the Registration Statement on Form S-3 (Registration No. 333-117472) declared effective on September 23, 2004, which has been incorporated by reference in this Registration Statement on Form S-3 of Pilgrim's Pride Corporation for the registration of \$40,000,000 of Debt Securities, Preferred Stock and Common Stock, and to the incorporation by reference therein of our report dated November 17, 2004, with respect to the consolidated financial statements and schedule of Pilgrim's Pride Corporation included in its Annual Report (Form 10-K) for the fiscal year ended October 2, 2004, filed with the Securities and Exchange Commission.

/S/ Ernst & Young LLP

Dallas, Texas
August 4, 2005