

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>JBS USA Holdings, Inc.</u> (Last) (First) (Middle) <u>1770 PROMONTORY CIRCLE</u> (Street) <u>GREELEY CO 80634</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PILGRIMS PRIDE CORP [PPC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/18/2010</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/18/2010 ⁽¹⁾⁽²⁾		j ⁽¹⁾⁽²⁾		2,742,805	A	⁽³⁾	137,140,425	D ⁽⁴⁾	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person*
JBS USA Holdings, Inc.
 (Last) (First) (Middle)
1770 PROMONTORY CIRCLE
 (Street)
GREELEY CO 80634
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Batista Flora Mendonca
 (Last) (First) (Middle)
AV. BRIGADEIRO FERIA LIMA, 2391
2 ANDAR CONJUNTO 22, SALA 2
 (Street)
SAO PAULO D5 01452-000
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Ramos Valeria Batista Mendonca
 (Last) (First) (Middle)
AV. BRIGADEIRO FERIA LIMA, 2391
2 ANDAR CONJUNTO 22, SALA 2

(Street)
SAO PAULO D5 01452-000

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Batista Vanessa Mendonca](#)

(Last) (First) (Middle)

AV. BRIGADEIRO FERIA LIMA, 2391
2 ANDAR CONJUNTO 22, SALA 2

(Street)
SAO PAULO D5 01452-000

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Batista Vivianne Mendonca](#)

(Last) (First) (Middle)

AV. BRIGADEIRO FERIA LIMA, 2391
2 ANDAR CONJUNTO 22, SALA 2

(Street)
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(City) (State) (Zip)

1. Name and Address of Reporting Person*

[JBJ Participacoes LTDA.](#)

(Last) (First) (Middle)

AV. BRIGADEIRO FERIA LIMA, 2391
2 ANDAR CONJUNTO 22, SALA 2

(Street)
SAO PAULO D5 01452-000

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[JJB Participacoes LTDA.](#)

(Last) (First) (Middle)

AV. BRIGADEIRO FERIA LIMA, 2391
2 ANDAR CONJUNTO 22, SALA 2

(Street)
SAO PAULO D5 01452-000

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[VLBM Participacoes LTDA.](#)

(Last) (First) (Middle)

AV. BRIGADEIRO FERIA LIMA, 2391
2 ANDAR CONJUNTO 22, SALA 2

(Street)
SAO PAULO D5 01452-000

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[VNBM Participacoes LTDA.](#)

(Last) (First) (Middle)

AV. BRIGADEIRO FERIA LIMA, 2391

(Street)		
SAO PAULO	D5	01452-000
(City)	(State)	(Zip)

Explanation of Responses:

- 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.
- 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).
- 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.
- 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, JJB Participacoes LTDA., JJMB Participacoes LTDA., VLBM Participacoes LTDA., VNBM Participacoes LTDA., and JBS USA.

<u>/s/ Christopher Gaddis, by power of attorney (Signature on behalf of Flora Mendonca Batista)</u>	<u>01/20/2010</u>
<u>/s/ Christopher Gaddis, by power of attorney (Signature on behalf of Valeria Batista Mendonca Ramos)</u>	<u>01/20/2010</u>
<u>/s/ Christopher Gaddis, by power of attorney (Signature on behalf of Vanessa Mendonca Batista)</u>	<u>01/20/2010</u>
<u>/s/ Christopher Gaddis, by power of attorney (Signature on behalf of Vivianne Mendonca Batista)</u>	<u>01/20/2010</u>
<u>/s/ Christopher Gaddis, by power of attorney (Signature on behalf of JJB Participacoes LTDA.)</u>	<u>01/20/2010</u>
<u>/s/ Christopher Gaddis, by power of attorney (Signature on behalf of JJMB Participacoes LTDA.)</u>	<u>01/20/2010</u>
<u>/s/ Christopher Gaddis, by power of attorney (Signature on behalf of VLBM Participacoes LTDA.)</u>	<u>01/20/2010</u>
<u>/s/ Christopher Gaddis, by power of attorney (Signature on behalf of VNBM Participacoes LTDA.)</u>	<u>01/20/2010</u>
<u>/s/ Christopher Gaddis, by power of attorney (Signature on behalf of JBS USA Holdings, Inc.)</u>	<u>01/20/2010</u>

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.