

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
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).

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

1. Name and Address of Reporting Person* <u>JBS USA Holdings, Inc.</u> <hr/> (Last) (First) (Middle) 1770 PROMONTORY CIRCLE <hr/> (Street) GREELEY CO 80634 <hr/> (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) 03/07/2012	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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, par value \$0.01 per share	03/07/2012		X		2,059,907 ⁽¹⁾⁽²⁾	A	\$4.5	176,066,229	D ⁽³⁾	

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)		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 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)	Date Exercisable	Expiration Date					
Subscription Rights (right to buy)	\$4.5	03/07/2012		X		2,059,907 ⁽¹⁾⁽²⁾		01/17/2012	03/07/2012	Common Stock, par value \$0.01 per share	\$0	0	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*
VNBM Participacoes LTDA.

 (Last) (First) (Middle)
 C/O 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*
VVMB Participacoes LTDA.

 (Last) (First) (Middle)
 C/O 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*

[WWMB Participacoes LTDA.](#)

(Last) (First) (Middle)

C/O 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*

[ZMF Participacoes LTDA.](#)

(Last) (First) (Middle)

C/O 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*

[J&F Participacoes S.A.](#)

(Last) (First) (Middle)

C/O 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*

[ZMF Fundo de Investimento em Participacoes](#)

(Last) (First) (Middle)

C/O 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*

[JBS S.A.](#)

(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*

[JBS Global A/S](#)

(Last) (First) (Middle)

DAMPFAERGEVEJ 3

2 2100 KBF O

(Street)

G7

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[JBS Hungary Holdings KFT](#)

(Last)	(First)	(Middle)
VARKONYI UTCA 15		
<hr/>		
(Street)		
SZOMBATHELY	K5	H-9700
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

1. As more particularly described in the Form 4 filed by JBS USA Holdings, Inc. ("JBS USA") and the other reporting persons identified therein with the United States Securities and Exchange Commission on March 2, 2012, the reporting persons exercised in full their basic subscription rights in the rights offering entitling them to purchase shares of Pilgrim's Pride Corporation ("PPC") common stock.
2. Pursuant to the rights offering, the reporting persons also exercised their over-subscription privilege in full to acquire additional shares of PPC's common stock on a pro rata basis based on the number of shares each over-subscribing stockholder purchased under the basic subscription privilege to the extent any shares offered in the rights offering were not purchased by PPC's stockholders as part of the basic subscription as of the expiration of the rights offering on February 29, 2012. The reporting persons will acquire 2,059,907 shares of common stock, as determined by the transfer agent on March 7, 2012, when issued by PPC at the closing.
3. As more particularly described in the Schedule 13D filed by JBS USA and the other reporting persons identified therein (the "13D Reporting Persons") with the United States Securities and Exchange Commission on March 7, 2012, the 13D Reporting Persons share beneficial ownership of the shares of common stock of PPC directly owned by JBS USA. The ownership of all of the reporting persons 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, Jose Batista Junior, Valeria Batista Mendonca, Vanessa Mendonca Batista, Vivianne Mendonca Batista, JBJ Participacoes LTDA., JJMB Participacoes LTDA., VLBM Participacoes LTDA., and JBS USA.

/s/ Christopher Gaddis, by power of attorney (Signature on behalf of JBS USA Holdings, Inc.) 03/07/2012

/s/ Christopher Gaddis, by power of attorney (Signature on behalf of VNBMB Participacoes LTDA.) 03/07/2012

/s/ Christopher Gaddis, by power of attorney (Signature on behalf of VVMB Participacoes LTDA.) 03/07/2012

/s/ Christopher Gaddis, by power of attorney (Signature on behalf of WWMB Participacoes LTDA.) 03/07/2012

/s/ Christopher Gaddis, by power of attorney (Signature on behalf of ZMF Participacoes LTDA.) 03/07/2012

/s/ Christopher Gaddis, by power of attorney (Signature on behalf of J&F Participacoes S.A.) 03/07/2012

/s/ Christopher Gaddis, by power of attorney (Signature on behalf of ZMF Fundo de Investimento em Participacoes) 03/07/2012

/s/ Christopher Gaddis, by power of attorney (Signature on behalf of JBS S.A.) 03/07/2012

/s/ Christopher Gaddis, by power of attorney (Signature on behalf of JBS Global A/S) 03/07/2012

/s/ Christopher Gaddis, by power of attorney (Signature on behalf of JBS Hungary Holdings KFT) 03/07/2012

** 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.