FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB	APPROVAL

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person

6. Ownership Form: Direct

(D) or Indirect (I) (Instr. 4)

 $D^{(3)}$

10.

Form:

Direct (D)

or Indirect (I) (Instr. 4)

D

Director

Officer (give title below)

5. Amount of Securities

(Instr. 3 and 4)

8. Price of

Security (Instr. 5)

\$0

Beneficially Owned Following Reported Transaction(s)

174,006,322

9. Number of

derivative Securities

Beneficially

Owned Following

(Instr. 4)

Reported Transaction(s)

0

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

10% Owner

Other (specify below)

7. Nature of

Beneficial Ownership

11. Nature

of Indirect Beneficial

Ownership

(Instr. 4)

Indirect

(Instr. 4)

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

o Section 16(a) of the Securities Exchange Act of 1934 n 30(h) of the Investment Company Act of 1940

manuci	ion ±(b).				riiet			tion 30(h) of th						,	
1. Name and Address of Reporting Person* JBS USA Holdings, Inc.					2. Issuer Name and Ticker or Trading Symbol PILGRIMS PRIDE CORP [PPC]									5. Relationship (Check all app Direc	
(Last) (First) (Middle) 1770 PROMONTORY CIRCLE						3. Date of Earliest Transaction (Month/Day/Year) 02/29/2012						Offic belo			
(Street) GREELEY CO 80634			4. If Ame			mei	endment, Date of Original Filed (Month/Day/				Year)			6. Individual of Form	
(City)	(S	tate)	(Zip)												
			Table I - I	_				ecurities A	_	red, D					_
1. Title of Security (Instr. 3)			2. Transacti Date (Month/Day		//Year) i		. Deemed ecution Date, iny onth/Day/Year)		action (Instr.	4. Securities Acquired (A) or Di Of (D) (Instr. 3, 4 and 5)			or Disposed	5. Am Secur Bene Follor Trans	
						_			Code	v	Amount		(A) or (D)	Price	ice (Instr
Common	Stock, par v	alue \$0.01 per sl		<u> </u>	02/29/2012			X	d Die	29,865,897 ⁽¹⁾⁽²⁾ A sposed of, or Beneficial			\$4.5	17	
			Table					ls, warran							vnea
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Conversion or Exercise (Month/Day/Year) Price of Derivative Date (Month/Day/Year) Execution D if any (Month/Day/		Date, Transa Code (saction e (Instr.		i. Number of Derivative Securities Acquired (A) or Disposed of (D) Instr. 3, 4 and 5	Exp (Mo	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		nderlying ecurity	8. Prid Deriv Secui (Instr
					Code	v	(,	A) (D)	Dai Exc	e rcisable	Expiration Date	Title	N N	mount or umber of hares	
Subscription Rights (right to buy)	\$4.5	02/29/2012			x			144,140,42	25 01	17/2012	02/29/2012	Comi Stoo par v \$0.01 sha	ck, alue 2 per	9,865,897	7 \$1
	d Address of F A Holdin	Reporting Person*													
(Last) 1770 PRO	OMONTOR	(First) Y CIRCLE	(Mid	ldle)			-								
(Street)	Y	СО	806	34			_								
(City)		(State)	(Zip))											
		Reporting Person*													
		(First) RO FERIA LIM TO 22, SALA 2		dle)											
(Street) SAO PAU	JLO	D5	014	52-00	00										
(City)		(State)	(Zip))											
		Reporting Person*													
		(First) RO FERIA LIM TO 22, SALA 2		dle)											
(Street)	ЛО	D5	014	52-00	00		-								
(City)		(State)	(Zip))			_								

	cipacoes LTDA.	
	(First) DEIRO FERIA LIMA, 23 UNTO 22, SALA 2	(Middle) 391
(Street) SAO PAULO	D5	01452-000
(City)	(State)	(Zip)
1. Name and Address ZMF Participa	of Reporting Person*	
	(First) DEIRO FERIA LIMA, 23 UNTO 22, SALA 2	(Middle) 391
(Street) SAO PAULO	D5	01452-000
(City)	(State)	(Zip)
1. Name and Address J&F Participac	of Reporting Person*	
	(First) DEIRO FERIA LIMA, 23 UNTO 22, SALA 2	(Middle) 391
(Street) SAO PAULO	D5	01452-000
(City)	(State)	(Zip)
	of Reporting Person* 2 Investimento em P	<u>articipacoes</u>
(Last) C/O AV. BRIGAD	(First) DEIRO FERIA LIMA, 23	(Middle)
2 ANDAR CONJ	UNTO 22, SALA 2	
2 ANDAR CONJ (Street) SAO PAULO	UNTO 22, SALA 2	01452-000
(Street)		01452-000 (Zip)
(Street) SAO PAULO (City)	D5	
(Street) SAO PAULO (City) 1. Name and Address JBS S.A. (Last) AV. BRIGADEIR	D5 (State)	
(Street) SAO PAULO (City) 1. Name and Address JBS S.A. (Last) AV. BRIGADEIR	D5 (State) of Reporting Person* (First) O FERIA LIMA, 2391 UNTO 22, SALA 2	(Zip)
(Street) SAO PAULO (City) 1. Name and Address JBS S.A. (Last) AV. BRIGADEIR 2 ANDAR CONJ	D5 (State) of Reporting Person* (First) O FERIA LIMA, 2391 UNTO 22, SALA 2	(Zip) (Middle)
(Street) SAO PAULO (City) 1. Name and Address JBS S.A. (Last) AV. BRIGADEIR 2 ANDAR CONJ (Street) SAO PAULO (City)	D5 (State) of Reporting Person* (First) O FERIA LIMA, 2391 UNTO 22, SALA 2 D5 (State) of Reporting Person*	(Zip) (Middle)
(Street) SAO PAULO (City) 1. Name and Address JBS S.A. (Last) AV. BRIGADEIR 2 ANDAR CONJ (Street) SAO PAULO (City) 1. Name and Address	D5 (State) of Reporting Person* (First) O FERIA LIMA, 2391 UNTO 22, SALA 2 D5 (State) of Reporting Person* S (First)	(Zip) (Middle)
(Street) SAO PAULO (City) 1. Name and Address JBS S.A. (Last) AV. BRIGADEIR 2 ANDAR CONJ (Street) SAO PAULO (City) 1. Name and Address JBS Global A/ (Last) DAMPFAERGEV 2 2100 KBF O	D5 (State) of Reporting Person* (First) O FERIA LIMA, 2391 UNTO 22, SALA 2 D5 (State) of Reporting Person* S (First)	(Zip) (Middle) 01452-000 (Zip)

(Last) VARKONYI UTCA	(First)	(Middle)
(Street) SZOMBATHELY	K5	H-9700
(City)	(State)	(Zip)

Explanation of Responses:

- 1. The reporting persons exercised in full their basic subscription rights (each subscription right entitling them to purchase 0.2072 shares of Pilgrim's Pride Corporation ("PPC") common stock, par value \$0.01 per share, at a subscription price equal to \$4.50 per share), issued pro rata to holders of PPC common stock on the January 17, 2012 record date for the rights offering, under the basic subscription privilege in the rights offering. The reporting persons will acquire these shares of common stock when issued by PPC at the closing of the rights offering.
- 2. Pursuant to the rights offering, the reporting persons have exercised their over-subscription privilege in full and may acquire additional shares of PPC's common stock in the rights offering 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 are not purchased by PPC's stockholders as part of the basic subscription as of the expiration of the rights offering. Any such additional shares (once determined) will be reported by the reporting persons on a subsequent Form 4.
- 3. As more particularly described in 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 on March 1, 2012, the Reporting Owners listed above, together with the other 13D Reporting Persons, share beneficial ownership of the shares of common stock of Pilgrim's Pride Corporation 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, Jose Batista Junior, Valeria Batista Mendonca, Vanessa Mendonca Batista, Vivianne Mendonca Batista, JJBJ Participacoes LTDA., JJMB Participacoes LTDA., VLBM Participacoes LTDA., and JBS USA.

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/s/ Christopher Gaddis, by power of attorney (Signature on behalf of JBS USA Holdings, Inc.)	03/01/2012
/s/ Christopher Gaddis, by power of attorney (Signature on behalf of VNBM Participacoes LTDA.)	03/01/2012
/s/ Christopher Gaddis, by power of attorney (Signature on behalf of VVMB Participacoes LTDA.)	03/01/2012
/s/ Christopher Gaddis, by power of attorney (Signature on behalf of WWMB Participacoes LTDA.)	03/01/2012
/s/ Christopher Gaddis, by power of attorney (Signature on behalf of ZMF Participacoes LTDA.)	03/01/2012
/s/ Christopher Gaddis, by power of attorney (Signature on behalf of J&F Participacoes S.A.)	03/01/2012
/s/ Christopher Gaddis, by power of attorney (Signature on behalf of ZMF Fundo de Investimento em Participacoes)	03/01/2012
/s/ Christopher Gaddis, by power of attorney (Signature on behalf of JBS S.A.)	03/01/2012
/s/ Christopher Gaddis, by power of attorney (Signature on behalf of JBS Global A/S)	03/01/2012
/s/ Christopher Gaddis, by power of attorney (Signature on behalf of JBS Hungary Holdings KFT)	03/01/2012
** 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.