

PERFORMANCE FOOD GROUP CO
Form 4
May 28, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
STOKELY JOHN E

2. Issuer Name and Ticker or Trading Symbol
PERFORMANCE FOOD GROUP CO [PFGC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
12500 WEST CREEK PARKWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/23/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

RICHMOND, VA 23238

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code V	Amount	Price \$	
Common Stock	05/23/2008			D	15,658	34.50	D
						<u>(1)</u>	

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

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 control number.

SEC 1474 (9-02)

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

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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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 12.97	05/23/2008		D	5,000	(2) 05/05/2009	Common Stock	5,000
Stock Option (right to buy)	\$ 13.25	05/23/2008		D	5,000	(2) 05/03/2010	Common Stock	5,000
Stock Option (right to buy)	\$ 28.48	05/23/2008		D	5,250	(2) 05/02/2011	Common Stock	5,250
Stock Option (right to buy)	\$ 38	05/23/2008		D	5,000	(2) 05/15/2012	Common Stock	5,000
Stock Option (right to buy)	\$ 33.91	05/23/2008		D	5,000	(2) 05/07/2013	Common Stock	5,000
Stock Option (right to buy)	\$ 34.18	05/23/2008		D	5,000	(2) 03/30/2014	Common Stock	5,000
Stock Option (right to buy)	\$ 27.46	05/23/2008		D	5,000	(2) 05/20/2015	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STOKELY JOHN E
12500 WEST CREEK PARKWAY X
RICHMOND, VA 23238

Signatures

Jeffery W. Fender, by power of attorney
05/28/2008

__Signature of Reporting Person

__Date

Explanation of Responses:

* 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).

Cancelled pursuant to the Agreement and Plan of Merger, dated as of January 18, 2008 (the "Merger Agreement"), by and among

(1) Performance Food Group Company (the "Company"), Vistar Corporation and Panda Acquisition, Inc. and converted into the right to receive \$34.50 per share.

(2) Each of these stock options were fully vested as of May 23, 2008.

Cancelled in connection with the merger of Panda Acquisition, Inc. with and into the Company and converted into the right to receive a

(3) cash payment equal to the product of (i) the difference between \$34.50 and the exercise price of the option and (ii) the aggregate number of shares issuable upon exercise of such option.

(4) Cancelled in connection with the merger of Panda Acquisition, Inc. with and into the Company for no consideration.

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

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