

HEINZ H J CO
Form 4
June 19, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mullen Michael Patrick

(Last) (First) (Middle)

H. J. HEINZ COMPANY, P.O. BOX
57

(Street)

PITTSBURGH, PA 15230

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

HEINZ H J CO [HNZ]

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

06/07/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP Corp & Government Affairs

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 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)
Common Stock, \$.25 Par Value	06/07/2013		D	V	21,438	D	

Common
Stock, \$.25
Par Value

D V 1,139 D 0

H. J. Heinz
Company
Employee
Retirement
and Savings
Plan
Account.

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)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 46.42	09/03/2010		D	V	10,634		<u>(2)</u>	09/03/2017	Common Stock, \$.25 Par Value	10,634
Employee Stock Option (Right to Buy)	\$ 52.19	08/29/2011		D	V	10,345		<u>(2)</u>	08/29/2018	Common Stock, \$.25 Par Value	10,345
Employee Stock Option (Right to Buy)	\$ 55.72	08/31/2012		D	V	10,363		<u>(2)</u>	08/31/2022	Common Stock, \$.25 Par Value	10,363

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mullen Michael Patrick H. J. HEINZ COMPANY P.O. BOX 57 PITTSBURGH, PA 15230	SVP Corp & Government Affairs

Signatures

Patrick J. Guinee, Attorney-in-Fact for Michael P.
Mullen

06/19/2013

____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).
- (1) Disposed of pursuant to merger agreement among issuer and Hawk Acquisition Holding Corporation and Hawk Acquisition Sub, Inc. in exchange for a cash payment of \$72.50 per share.

This option, which provided for vesting in four equal installments beginning on the first anniversary of the date of the grant, was
- (2) canceled in the merger in exchange for a cash payment representing the difference between the exercise price of the option and the market value of the underlying Heinz common stock on the effective date of the merger (\$72.50 per share).

Remarks:

- (1) **This form is filed for the avoidance of doubt based upon the previously-announced merger agreement amount issuer and

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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