

TYSON FOODS INC

Reported by
LOCHNER JAMES V

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/28/12 for the Period Ending 11/26/12

Address	2200 DON TYSON PARKWAY SPRINGDALE, AR 72762-6999
Telephone	479-290-4000
CIK	0000100493
Symbol	TSN
SIC Code	2015 - Poultry Slaughtering and Processing
Industry	Food Processing
Sector	Consumer/Non-Cyclical
Fiscal Year	09/30

FORM 4

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 * Lochner James V <small>(Last) (First) (Middle)</small> 2200 DON TYSON PARKWAY <small>(Street)</small> SPRINGDALE, AR 72762 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol TYSON FOODS INC [TSN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Operating Officer
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">11/26/2012</p>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY) 		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			
Class A Common Stock	9/14/2012		J (1)	V	361	A	\$0	173404	D	
Class A Common Stock	11/21/2012		J (2)	V	3053	A	\$0	35409	I	Employee Stock Purchase Plan
Class A Common Stock	11/26/2012		D (3)		1442	D	\$0	171962	D	
Class A Common Stock	11/26/2012		F (4)		33717	D	\$19.36	138245	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Options (Right to Buy)	\$19.36	11/26/2012		A (5)		192700		11/26/2013	11/26/2022	Class A Common Stock	192700	\$19.36	192700	D	
Performance Stock	(6)	11/26/2012		A (6)		123966		(6)	(6)	Class A Common Stock	123966	(6)	123966	D	

Explanation of Responses:

- (1) Represents shares of the Issuer's Class A Common Stock received by the Reporting Person September 14, 2012 pursuant to a dividend reinvestment feature under the Issuer's stock plan since the last Statement of Changes in Beneficial Ownership was filed by the Reporting Person. Such acquisitions are exempt from Section 16 reporting requirements pursuant to Rule 16a-11.
- (2) Represents shares of the Issuer's Class A Common Stock purchased for the Reporting Person's account under the Issuer's Employee Stock Purchase Plan since the last Statement of Beneficial Ownership was filed by the Reporting Person. Such acquisitions are exempt from Section 16 reporting requirements pursuant to Rule 16b-3.

- (3) On November 14, 2012, the Issuer entered into a new employment agreement (the "Employment Agreement") with the Reporting Person. In connection with the Employment Agreement, 77,598 previously reported shares of restricted Class A Common Stock vested on November 26, 2012 and 1,442 shares were cancelled.
- (4) Pursuant to an election made by the Reporting Person, 33,717 shares were sold by the Reporting Person to the Issuer on November 26, 2012, to satisfy tax withholding obligations related to the vesting described above in footnote 3.
- (5) The stock options vest at 33 1/3% on the first anniversary date of the grant and 33 1/3% for each of the following two years.
- (6) Award of performance Class A Common Stock which vests on the fourth business day following the filing of the Issuer's Annual Report on Form 10-K for its 2015 fiscal year if the performance metrics described in the applicable Stock Incentive Agreement (the "Incentive Agreement") are achieved. The performance metrics are (1) achievement of a three year (fiscal 2013-2015) cumulative EBIT target as set forth in the Incentive Agreement and (2) a comparison of the market price of the Issuer's Class A Common Stock to a peer group of publicly traded companies selected by the Compensation Committee of the Board of Directors of Issuer over a three year (fiscal 2013-2015) period, as more particularly described in the Incentive Agreement. If neither of the performance metrics is achieved, the award expires.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lochner James V 2200 DON TYSON PARKWAY SPRINGDALE, AR 72762			Chief Operating Officer	

Signatures

James V. Lochner

11/28/2012

Date

** Signature of Reporting Person

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.

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