

TYSON FOODS INC

Reported by
LOCHNER JAMES V

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/27/14 for the Period Ending 12/19/13

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
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).

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] 3. Date of Earliest Transaction (MM/DD/YYYY) 12/19/2013 4. If Amendment, Date Original Filed (MM/DD/YYYY)	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 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
--	--	--

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	12/19/2013		J (1)		275	A	\$0	2486	I	Employee Stock Purchase Plan
Class A Common Stock	1/15/2014		J (2)		2485	D	\$0	1	I	Employee Stock Purchase Plan
Class A Common Stock	1/15/2014		J (2)		2485	A	\$0	241703 (3)	D	
Class A Common Stock	3/14/2014		J (4)		257	A	\$0	241960 (3)	D	
Class A Common Stock	3/27/2014		J (5)		837	A	\$0	838	I	Employee Stock Purchase Plan
Class A Common Stock	4/2/2014		J (2)		670	D	\$0	168	I	Employee Stock Purchase Plan
Class A Common Stock	4/2/2014		J (2)		670	A	\$0	242630 (6)	D	
Class A Common Stock	5/22/2014		J (7)		435	A	\$0	603	I	Employee Stock Purchase Plan
Class A Common Stock	5/22/2014		S		85185	D	\$39.0269	157445 (6)	D	
Class A Common Stock	5/22/2014		M		10000	A	\$4.90	167445 (6)	D	
Class A Common Stock	5/22/2014		M		108333	A	\$16.19	275778 (6)	D	
Class A Common Stock	5/22/2014		M		108333	A	\$19.63	384111 (6)	D	
Class A Common Stock	5/22/2014		M		64234	A	\$19.36	448345 (6)	D	
Class A Common Stock	5/22/2014		S		290900	D	\$39.0687 (8)	157445 (6)	D	

Table II - Derivative Securities 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. 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)	\$4.9	5/22/2014		M			10000	11/14/2010	11/14/2018	Class A Common Stock	10000.0	\$4.90	0	D			
Non-Qualified Stock Options (Right to Buy)	\$16.19	5/22/2014		M			108333	11/29/2011	11/29/2020	Class A Common Stock	108333.0	\$16.19	0	D			
Non-Qualified Stock Options (Right to Buy)	\$19.63	5/22/2014		M			108333	11/28/2012	11/28/2021	Class A Common Stock	108333.0	\$19.63	108333	D			
Non-Qualified Stock Options (Right to Buy)	\$19.36	5/22/2014		M			64234	11/26/2013	11/26/2022	Class A Common Stock	64234.0	\$19.36	128466	D			

Explanation of Responses:

- (1) 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 Changes in Beneficial Ownership was filed by the Reporting Person. Such acquisitions are exempt from Section 16 reporting requirements pursuant to Rule 16b-3.
- (2) The Reporting Person transferred shares from his Employee Stock Purchase Plan account into his personal stock account thereby changing the ownership of the Class A Common Stock from indirect to direct.
- (3) Includes 62,825 shares of Class A Common Stock which vest on the fourth business day following the filing the Issuer's Annual Report on Form 10-K for its 2016 fiscal year if the performance metrics described in the applicable Stock Incentive Agreement (the Incentive Agreement) are achieved. The performance metrics are achievement of a three year (fiscal 2014-2016) cumulative EBIT target as set forth in the Incentive Agreement. If the performance metrics are not achieved, the award expires.
- (4) Represents shares of the Issuer's Class A Common Stock received by the Reporting Person pursuant to the Issuer's dividend reinvestment 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.
- (5) 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 December 19, 2013. Such acquisitions are exempt from Section 16 reporting requirements pursuant to Rule 16b-3.
- (6) Includes 63,082 shares of Class A Common Stock which vest on the fourth business day following the filing the Issuer's Annual Report on Form 10-K for its 2016 fiscal year if the performance metrics described in the applicable Stock Incentive Agreement (the Incentive Agreement) are achieved. The performance metrics are achievement of a three year (fiscal 2014-2016) cumulative EBIT target as set forth in the Incentive Agreement. If the performance metrics are not achieved, the award expires.
- (7) 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 March 27, 2014. Such acquisitions are exempt from Section 16 reporting requirements pursuant to Rule 16b-3.
- (8) This is a weighted average price. These shares were sold in multiple transactions on May 22, 2014 at prices ranging from \$38.87 to \$39.18, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within this range.

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

/s/ R. Read Hudson by Power of Attorney for James V. Lochner

5/27/2014

** 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 control number.