

TYSON FOODS INC

Reported by
SMITH DONALD

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/06/11 for the Period Ending 10/04/11

| | |
|-------------|---|
| 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

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

**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,
Section 17(a) of the Public
Utility Holding Company Act of 1935 or Section 30(f) of the
Investment Company Act of 1940

| | | | | | | | | |
|---|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| Smith Donald | | | TYSON FOODS INC [TSN] | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President & CEO | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| | | | 10/4/2011 | | | | | |
| 2200 DON TYSON PARKWAY | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| (Street) | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| SPRINGDALE, AR 72762 | | | | | | | | |
| (City) | | | (State) | | | (Zip) | | |

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 | 9/29/2011 | | J (1) | V | 5711 | A | \$ 0 | 51632 | I | Employee Stock Purchase Plan |
| Class A Common Stock | | | | | | | | 904 | I | By Custodian for Child |
| Class A Common Stock | | | | | | | | 4527 | I | By Spouse |
| Class A Common Stock | 9/15/2011 | | J (2) | V | 1084 | A | \$ 0 | 157208 | D | |
| Class A Common Stock | 10/4/2011 | | M (4) | | 29551 | A | (3) | 186759 | D | |
| Class A Common Stock | 10/4/2011 | | S (4) | | 9885 | D | \$17.10 | 176874 | 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) |
|--|--|----------------|-----------------------------------|---------------------------|--|---|-----------------|---|----------------------------|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Performance Shares | (3) | 9/28/2008 | 10/4/2011 | M (3) | 29551 | (3) | 10/4/2011 | Class A Common Stock | 29550 | (3) | 0 | 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) Represents shares of the Issuer's Class A Common Stock received by the Reporting Person on December 15, 2010, March 15, 2011, June 15, 2011 and September 15, 2011 pursuant to a dividend reinvestment feature under 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.
- (3) On September 29, 2008, the Reporting Person received a grant of performance shares which vested on October 4, 2011. The performance shares were previously reported as derivative securities at the 150% level. On October 4, 2011, 29,551 shares vested (150% level) and are reported herein as acquired non-derivative securities.
- (4) On October 4, 2011, 29,551 shares of performance Class A Common Stock vested. The award of those performance shares to the Reporting Person has previously been reported (see Footnote #3). Pursuant to an election made by the Reporting Person, 9,885 shares were sold by the Reporting Person to the Issuer on October 4, 2011, to satisfy tax withholding obligations related to the vesting.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Smith Donald 2200 DON TYSON PARKWAY SPRINGDALE, AR 72762 | | | President & CEO | |

Signatures

/s/R.Read Hudson by Power of Attorney for Donnie Smith

10/6/2011

** 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.

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