

TYSON FOODS INC

Reported by
LEATHERBY DENNIS

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/05/11 for the Period Ending 10/03/11

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 * LEATHERBY DENNIS (Last) (First) (Middle) 2200 DON TYSON PARKWAY (Street) SPRINGDALE, AR 72762 (City) (State) (Zip)	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"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Executive VP and CFO
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">10/3/2011</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								82720	D	
Class A Common Stock	10/4/2011		M (3)		17730	A	(2)	100450	D	
Class A Common Stock	10/4/2011		S (3)		5931	D	\$17.10	94519	D	
Class A Common Stock	9/29/2011		J (4)		154	A	\$ 0	22554	I	Employee Stock Purchase Plan

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				
Performance Shares	(1)	10/3/2011		A (1)		12961		(1)	(1)	Class A Common Stock	12961	\$ 0	12961	D	
Performance Shares	(2)	9/28/2008	10/4/2011	M (2)		17730		(2)	10/4/2011	Class A Common Stock	17730	(2)	0	D	

Explanation of Responses:

- (1) The award will vest on or expire two business days following the Issuer's 2014 fiscal year based upon a comparison of the market price of the Issuer's Class A Common Stock to a peer group of publicly traded companies. The number of performance shares that can vest under the awards range from 50% to 150% of target level, and the number of derivative securities reported herein is at the maximum vesting level of 150%.
- (2) 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, 17,730 shares vested (150% level) and are

reported herein as acquired non-derivative securities.

- (3) On October 4, 2011, 17,730 shares of performance Class A Common Stock vested. The award of those performance shares to the Reporting Person has previously been reported (see Footnote #2). Pursuant to an election made by the Reporting Person, 5,931 shares were sold by the Reporting Person to the Issuer on October 4, 2011, to satisfy tax withholding obligations related to the vesting.
- (4) 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEATHERBY DENNIS 2200 DON TYSON PARKWAY SPRINGDALE, AR 72762			Executive VP and CFO	

Signatures

/s/Nathan A. Hodne by Power of Attorney for Dennis Leatherby

10/5/2011

** 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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