

# TYSON FOODS INC

Reported by  
**LOCHNER JAMES V**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/06/10 for the Period Ending 10/05/10

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**

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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)		
<b>Lochner James V</b>			<b>TYSON FOODS INC [ TSN ]</b>			<input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>Chief Operating Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
			<b>10/5/2010</b>					
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	9/30/2010		J (1)	V	4184	A	\$0	22613	I	Employee Stock Purchase Plan
Class A Common Stock	9/30/2010		J (2)	V	526	A	\$0	166433	D	
Class A Common Stock	10/5/2010		M (4)		8403	A	(3)	174836	D	
Class A Common Stock	10/5/2010		S (4)		2811	D	\$16.13	172025	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				
Performance Shares	(3)	10/1/2007	10/5/2010	M (3)			25210	(3)	10/5/2010	Class A Common stock	25210	(3)	0	D	

**Explanation of Responses:**

- (1) Represents 4,184 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 526 shares of the Issuer's restricted Class A Common Stock acquired by the Reporting Person pursuant to a dividend reinvestment feature under the Tyson Foods, Inc. 2000 Stock Incentive Plan since the last Statement of Changes in Beneficial Ownership was filed by the Reporting Person. Such acquisition is exempt from Section 16 reporting requirements pursuant to Rule 16a-11.

- (3) On October 1, 2007, the Reporting Person received a grant of performance shares which vested or expired on October 5, 2010. The performance shares could vest at a level of 50%-150% and were previously reported as derivative securities at the 150% level. On October 5, 2010, 8,403 shares vested and are reported herein as acquired non-derivative securities and 16,807 shares have expired.
- (4) On October 5, 2010, 8,403 shares of performance Class A Common Stock vested. The award of these performance shares to the Reporting Person has previously been reported(See Footnote #3). Pursuant to an election made by the Reporting Person, 2,811 shares were sold by the Reporting Person to the Issuer on October 5, 2010, to satisfy tax withholding obligations related to the vesting.

**Reporting Owners**

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

**Signatures**

/s/ Nathan A. Hodne by Power of Attorney for James V. Lochner

10/6/2010

\*\* 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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