

# TYSON FOODS INC

Reported by  
**LEATHERBY DENNIS**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/04/12 for the Period Ending 10/02/12

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

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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

<b>1. Name and Address of Reporting Person *</b>  <b>LEATHERBY DENNIS</b> <small>(Last) (First) (Middle)</small>  <b>2200 DON TYSON PARKWAY</b> <small>(Street)</small>  <b>SPRINGDALE, AR 72762</b> <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>TYSON FOODS INC [ TSN ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <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>Exec. VP and CFO</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p style="text-align: center;"><b>10/2/2012</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>  		

**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	93	A	\$0	71248	D	
Class A Common Stock	9/27/2012		J (2)	V	395	A	\$0	26565	I	Employee Stock Purchase Plan
Class A Common Stock	10/2/2012		M (3)		6087	A	(3)	77335	D	
Class A Common Stock	10/2/2012		S (4)		2036	D	\$16.54	75299	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				
Performance Shares	(3)	10/5/2009	10/2/2012	M		18262	(3)	10/2/2012	Class A Common Stock	18262	(3)	0	D	

**Explanation of Responses:**

- (1) Represents shares of the Issuer's Class A Common Stock received by the Reporting Person on June 15, 2012 and 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 Changes in Beneficial Ownership was filed by the Reporting Person. Such acquisitions are exempt from Section 16 reporting requirements pursuant to Rule 16b-3.
- (3) On October 5, 2009, the Reporting Person received a grant of performance shares which vested or expired on October 2, 2012. The performance shares could vest at a level of 50%-150% and were previously reported as derivative securities at the 150% level. On October 2, 2012, 6,087 shares vested and are reported herein as acquired non-derivatives securities. The remaining 12,175 shares granted

October 5, 2009 have expired.

- (4) On October 2, 2012, 6,087 shares of Class A Common Stock vested. The award of those shares to the Reporting Person has previously been reported (see Footnote #3). Pursuant to an election made by the Reporting Person, 2,036 shares were sold by the Reporting Person to the Issuer on October 2, 2012, to satisfy tax withholding obligations related to the vesting.

#### Reporting Owners

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

#### Signatures

/s/ R. Read Hudson by Power of Attorney for Dennis Leatherby

10/4/2012

\*\* 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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