

TYSON FOODS INC

Form 4

October 05, 2011

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
VAN BEBBER DAVID L

(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]

3. Date of Earliest Transaction
(Month/Day/Year)
10/03/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Executive VP & Gen Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	07/01/2011		J ⁽¹⁾	V	1,055	A	\$ 0	4,282	I	Employee Stock Purchase Plan
Class A Common Stock	07/01/2011		J ⁽²⁾	V	3,971	D	\$ 0	311	I	Employee Stock Purchase Plan
Class A Common Stock	09/29/2011		J ⁽¹⁾	V	859	A	\$ 0	1,170	I	Employee Stock Purchase Plan

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Class A Common Stock	07/01/2011	J ⁽²⁾	V	3,971	A	\$ 0	115,389	D
Class A Common Stock	08/16/2011	G ⁽³⁾		1,000	D	\$ 0	114,389	D
Class A Common Stock	09/15/2011	J ⁽⁴⁾	V	236	A	\$ 0	114,625	D
Class A Common Stock	10/04/2011	M ⁽⁷⁾		17,730	A	<u>(7)</u>	132,355	D
Class A Common Stock	10/04/2011	S ⁽⁷⁾		5,931	D	\$ 17.1	126,424	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		7. Title and Underlying Se (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Shares	(5)	10/03/2011		A(5)	(5)	12,961		(5)	(5)	Class A Common Stock
Performance Shares	(6)	09/28/2008	10/04/2011	M(6)		17,730		(6)	10/14/2011	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Executive VP & Gen Counsel

Reporting Owners

VAN BEBBER DAVID L
2200 DON TYSON PARKWAY
SPRINGDALE, AR 72762

Signatures

David L. Van
Bebber

10/05/2011

**Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

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.

(1) The Reporting Person transferred shares from the Employee Stock Purchase Plan account into the Reporting Person's personal stock account thereby changing the ownership of the stock from Indirect to Direct.

(2) Shares given as a Charitable Donation.

Represents shares of the Issuer's Class A Common Stock received by the Reporting Person on March 15, 2011, June 15, 2011, 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.

(4) The award will vest on or expire two business days following the Issuers 2014 fiscal year based upon a comparison of the market price of the Issuers 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%.

(5) On September 29, 2008, the Reporting Person received a grant of performance shares which vested on or expired on October 4, 2011. The performance shares were previously reported as derivative securities at the 150% level. On October 4, 2011, 17,730 share vested (150% level) and are reported herein as acquired non-derivative securities.

(6) 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 #6). 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.

(7) Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.