

Smith Donald
Form 4
October 06, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Smith Donald

(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)
10/04/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Class A Common Stock	09/29/2011		J ⁽¹⁾	V	5,711	A	\$ 0	51,632	I	Employee Stock Purchase Plan
Class A Common Stock								904	I	By Custodian for Child
Class A Common Stock								4,527	I	By Spouse
	09/15/2011		J ⁽²⁾	V	1,084	A	\$ 0	157,208	D	

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Class A
Common
Stock

Class A
Common Stock 10/04/2011 M⁽⁴⁾ 29,551 A (3) 186,759 D

Class A
Common Stock 10/04/2011 S⁽⁴⁾ 9,885 D \$ 17.1 176,874 D

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

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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 Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Performance Shares	<u>(3)</u>	09/28/2008	10/04/2011	M ⁽³⁾	29,551	<u>(3)</u> 10/04/2011	Class A Common Stock	29,551

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 10/06/2011

__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) 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.

(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, 29,551 shares vested (150% level) and are reported herein as acquired non-derivative securities.

(3) 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.

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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