

TYSON JOHN H
Form 4
February 08, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TYSON JOHN H

(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)

02/07/2011

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)

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	12/15/2010		J ⁽¹⁾	V 3,863 A \$ 0	108,586	I	Employee Stock Purchase Plan
Class A Common Stock					1,000	I	by Daughter
Class A Common Stock					1,000	I	by Son
Class A Common	12/15/2010		J ⁽²⁾	V 626 A \$ 0	1,212,499	D	

Stock

Class A

Common	01/21/2011	W	V	51,479	A	\$ 0	1,263,978	D
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Stock

Class A

Common	02/07/2011	M		200,000	A	\$ 11.5	1,463,978	D
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Stock

Class A

Common	02/07/2011	S		158,231	D	\$ 18.4026	1,305,747	D
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Stock

Class A

Common	02/07/2011	M		200,000	A	\$ 9.32	1,505,747	D
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Stock

Class A

Common	02/07/2011	S		140,269	D	\$ 18.4026	1,365,478	D
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Stock

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 Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Underlying Security
Non-Qualified Stock Options (Right to Buy)	\$ 11.5	02/07/2011		M		200,000		03/29/2003	03/29/2011	Class A Common Stock	2,000,000
Non-Qualified Stock Options (Right to Buy)	\$ 9.32	02/07/2011		M		200,000		10/15/2003	10/15/2011	Class A Common Stock	2,000,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

TYSON JOHN H
2200 DON TYSON PARKWAY X
SPRINGDALE, AR 72762

Signatures

R. Read Hudson by Power of Attorney for John
Tyson

02/08/2011

__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).

(1) Represents 3,863 shares of the Issuer's Class A Common Stock purchased for the Reporting Person's account under the Issuer's Employee Stock Purchase Plan or received pursuant to a dividend reinvestment feature under the Issuer's stock plans 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 626 shares of the Issuer's Class A Common stock received by the Reporting Person pursuant to a dividend reinvestment feature under the Issuer's stock plans 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.

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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