#### TYSON FOODS INC

Form 4

October 04, 2012

### FORM 4

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

OMB Number: 3235-0287

Estimated average

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and VAN BEB	Person * 2. Issue Symbol	er Name <b>and</b>	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (		N FOODS of Earliest Tr	INC [TSN] ransaction	(Che	ck all applicabl	e)
2200 DON	TYSON PARKW		Day/Year) 2012		DirectorX Officer (give below) Exec. VF	ve title Oth below) and General Co	er (specify
	(Street)	4. If Am	endment, Da	te Original	6. Individual or 3	Joint/Group Fili	ng(Check
SPRINGD	ALE, AR 72762	Filed(Mo	onth/Day/Year	)	Applicable Line) _X_ Form filed by Form filed by Person	One Reporting Position of the More than One R	
(City)	(State)	(Zip) Tab	le I - Non-D	Perivative Securities Acq	quired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.			ties Acquired sposed of (D) 4 and 5)  (A) or (D) Price		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 (1)	08/02/2012		J(1)	V		A	\$ 0	3,732	I	Employee Stock Purchase Plan
Class A Common Stock	08/14/2012		J(2)	V	3,020	D	\$ 0	712	I	Employee Stock Purchase Plan
Class A Common Stock	08/14/2012		J(2)	V	3,020	A	\$ 0	129,661	D	

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Class A Common Stock	08/21/2012	G(3) V	400	D	\$ 0	129,261	D	
Class A Common Stock	08/21/2012	G(3) V	400	D	\$ 0	128,861	D	
Class A Common Stock	09/14/2012	J <u>(4)</u> V	86	A	\$ 0	128,947	D	
Class A Common Stock	09/27/2012	J <u>(5)</u> V	564	A	\$ 0	1,276	I	Employee Stock Purchase Plan
Class A Common Stock	10/02/2012	M <u>(6)</u>	6,087	A	<u>(6)</u>	135,034	D	
Class A Common Stock	10/02/2012	S <u>(7)</u>	2,036	D	\$ 16.54	132,998	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Stock

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. Transactic Code (Instr. 8)	5. Number of or 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 Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Performance Shares	<u>(6)</u>	10/05/2009	10/02/2012	M <u>(6)</u>	18,262	<u>(6)</u>	10/02/2012	Class A Common	18,26

# **Reporting Owners**

Reporting Owner Name / Address

Relationships

Reporting Owners 2

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Director 10% Owner Officer Other

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

Exec. VP and General Counsel

#### **Signatures**

David L. Van
Bebber
10/04/2012

\*\*Signature of Date
Reporting Person

## **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 (1) Purchase Plan since the last Statement of Changes in Beneficial Ownership was filed by the Reporting Person through August 2, 2012. Such acquisitions are exempt from Section 16 reporting requirements pursuant to Rule 16b-3.
- (2) The Reporting Person transferred shares from the Employee Stock Purchase Plan account into the Reporting Person's personal stock account hereby changing the ownership of the stock from indirect to direct.
- (3) Shares given as a charitable donation.
  - Represents shares of the Issuer's Class A Common Stock received by the Reporting Person June 15, 2012 and September 14, 2012
- (4) 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.
- (5) 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 August 2, 2012. Such acquisitions are exempt from Section 16 reporting requirements pursuant to Rule 16b-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.
- On October 2, 2012, 6,087 shares of Class A Common Stock vested. The award of those shares to the Reporting Person has previously (7) been reported (See Footnote #6). 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.

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.

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