

LEATHERBY DENNIS

Form 4

November 28, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
LEATHERBY DENNIS

(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)
11/26/2012

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)
EVP & Chief Financial Officer

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------|---|------------------------------|
| | | | Code | V | Amount | (D) | Price | | | |
| Class A Common Stock | 11/21/2012 | | J ⁽¹⁾ | V | 634 | A | \$ 0 | 27,199 | I | Employee Stock Purchase Plan |
| Class A Common Stock | 11/26/2012 | | D ⁽²⁾ | | 4,037 | D | \$ 0 | 71,262 | D | |
| Class A Common Stock | 11/26/2012 | | F ⁽³⁾ | | 14,931 | D | \$ 0 | 56,331 | D | |
| | 11/27/2012 | | G ⁽⁴⁾ | V | 4,051 | D | \$ 0 | 52,280 | D | |

Class A
Common
Stock

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Options | \$ 19.36 | 11/26/2012 | | A ⁽⁵⁾ | 70,600 | 11/26/2013 11/26/2022 | Class A Common Stock 70 |
| Performance Shares | (6) | 11/26/2012 | | A ⁽⁶⁾ | 45,454 | (6) (6) | Class A Common Stock 45 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEATHERBY DENNIS 2200 DON TYSON PARKWAY SPRINGDALE, AR 72762 | | | EVP & Chief Financial Officer | |

Signatures

/s/R. Read Hudson by Power of Attorney for Dennis
Leatherby 11/28/2012

__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).

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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 Beneficial Ownership was filed by the Reporting Person. Such acquisitions are exempt from Section 16 reporting requirements pursuant to Rule 16b-3.

On November 14, 2012, the Issuer entered into a new employment agreement (the "Employment Agreement") with the Reporting Person.

- (2) In connection with the Employment Agreement, 34,363 previously reported shares of restricted Class A Common Stock vested on November 26, 2012 and 4,037 shares were cancelled.
- (3) Pursuant to an election made by the Reporting Person, 14,931 shares were sold by the Reporting Person to the Issuer on November 26, 2012, to satisfy tax withholding obligations related to the vesting described in note 2.
- (4) Gift to Church
- (5) The stock options vest at 33 1/3% on the first anniversary date of the grant and 33 1/3% for each of the following two years.

Award of performance Class A Common Stock which vests on the fourth business day following the filing of the Issuer's Annual Report on Form 10-K for its 2015 fiscal year if the performance metrics described in the applicable Stock Incentive Agreement (the "Incentive Agreement") are achieved. The performance metrics are (1) achievement of a three year (fiscal 2013-2015) cumulative EBIT target as set

- (6) forth in the Incentive Agreement and (2) a comparison of the market price of the Issuer's Class A Common Stock to a peer group of publicly traded companies selected by the Compensation Committee of the Board of Directors of Issuer over a three year (fiscal 2013-2015) period, as more particularly described in the Incentive Agreement. If neither of the performance metrics is achieved, the award expires.

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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