

TYSON FOODS INC
Form 4
October 04, 2012

FORM 4

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

OMB APPROVAL

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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 *
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)
10/02/2012

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)
Exec. VP and General Counsel

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)
				(A) or (D) Code V Amount Price			
Class A Common Stock ⁽¹⁾	08/02/2012		J ⁽¹⁾	V 532 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 ⁽⁴⁾	V	86	A	\$ 0	128,947	D	
Class A Common Stock	09/27/2012	J ⁽⁵⁾	V	564	A	\$ 0	1,276	I	Employee Stock Purchase Plan
Class A Common Stock	10/02/2012	M ⁽⁶⁾		6,087	A	<u>6</u>	135,034	D	
Class A Common Stock	10/02/2012	S ⁽⁷⁾		2,036	D	\$ 16.54	132,998	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Performance Shares	<u>6</u>	10/05/2009	10/02/2012	M ⁽⁶⁾	18,262	<u>6</u>	10/02/2012	Class A Common Stock	18,262

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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 10/04/2012
 Bebber

 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).
 - (1) 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 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.
 - (4) Represents shares of the Issuer's Class A Common Stock received by the Reporting Person June 15, 2012 and September 14, 2012 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.
 - (6) 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.
 - (7) On October 2, 2012, 6,087 shares of Class A Common Stock vested. The award of those shares to the Reporting Person has previously 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.