LEATHERBY DENNIS

Form 4

November 28, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB

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Washington, D.C. 20549

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Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per 0.5

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

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LEATHERBY DENNIS			2. Issuer Name and Ticker or Trading Symbol TYSON FOODS INC [TSN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an approacte)		
2200 DON TYSON PARKWAY		WAY	(Month/Day/Year) 11/26/2012	Director 10% Owner X Officer (give title Other (specify below) EVP & Chief Financial Officer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SPRINGDALE, AR 72762			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Zip) Table	e I - Non-	Derivative	Securit	ties Aco	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transact Code (Instr. 8)	,	4 and 5 (A) or	of	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	11/21/2012		J <u>(1)</u> \	7 634	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		$G^{(4)}$ \	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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SEC 1474

(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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amor Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
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	<u>(6)</u>	11/26/2012		A(6)	45,454	<u>(6)</u>	<u>(6)</u>	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 Attorne Leatherby	ey for Dennis		11/28/2012				

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

**Signature of Reporting Person

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Reporting Owners 2

Date

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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. 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.