

TYSON JOHN H
Form 4
February 08, 2011

FORM 4

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

OMB APPROVAL

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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 *
TYSON JOHN H

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)
2200 DON TYSON PARKWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

SPRINGDALE, AR 72762

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 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 | |

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Stock

Class A

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

Stock

Class A

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

Stock

Class A

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

Stock

Class A

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

Stock

Class A

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

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | A |
| 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 |
| 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 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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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