

LEATHERBY DENNIS
Form 4
February 06, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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

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

3. Date of Earliest Transaction (Month/Day/Year)
02/05/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & CFO

(Street)
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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Class A Common Stock	01/31/2013		J ⁽¹⁾	V	869	A	\$ 0	28,068	I	Employee Stock Purchase Plan
Class A Common Stock	02/05/2013		M		6,000	A	\$ 13.33	58,280	D	
Class A Common Stock	02/05/2013		M		8,000	A	\$ 15.96	66,280	D	
	02/05/2013		S		100	D	\$ 22.91	66,180	D	

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Class A Common Stock							
Class A Common Stock	02/05/2013	S	4,400	D	\$ 22.92	61,780	D
Class A Common Stock	02/05/2013	S	2,000	D	\$ 22.93	59,780	D
Class A Common Stock	02/05/2013	S	700	D	\$ 22.9437	59,080	D
Class A Common Stock	02/05/2013	S	800	D	\$ 22.95	58,280	D
Class A Common Stock	02/05/2013	S	300	D	\$ 22.96	57,980	D
Class A Common Stock	02/05/2013	S	200	D	\$ 22.97	57,780	D
Class A Common Stock	02/05/2013	S	200	D	\$ 22.98	57,580	D
Class A Common Stock	02/05/2013	S	1,410	D	\$ 22.99	56,170	D
Class A Common Stock	02/05/2013	S	300	D	\$ 23	55,870	D
Class A Common Stock	02/05/2013	S	200	D	\$ 23.01	55,670	D
Class A Common Stock	02/05/2013	S	900	D	\$ 23.03	54,770	D
Class A Common Stock	02/05/2013	S	100	D	\$ 23.035	54,670	D
Class A Common Stock	02/05/2013	S	200	D	\$ 23.0383	54,470	D
Class A Common	02/05/2013	S	2,190	D	\$ 23.04	52,280	D

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 Derivative Securities (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 Amount or Number of Shares
Non-qualified stock options (right to buy)	\$ 13.33	02/05/2013		M	6,000	09/19/2005 09/19/2013	Class A Common Stock 6,000
Non-qualified stock options (right to buy)	\$ 15.96	02/05/2013		M	8,000	09/29/2006 09/29/2014	Class A Common Stock 8,000

Reporting Owners

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

Signatures

Dennis Leatherby 02/06/2013

**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).

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. Such acquisitions are exempt from Section 16 reporting requirements pursuant to Rule 16b-3.

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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