

TYSON JOHN H
Form 4
May 15, 2012

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)
P O BOX 2020

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/11/2012

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

SPRINGDALE, AR 72765

(City) (State) (Zip)

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

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	03/15/2012		J ⁽¹⁾	V 1,162 A \$ 0	109,748	I	Employee Stock Purchase Plan
Class A Common Stock					1,000	I	by Son
Class A Common Stock					1,000	I	by Daughter
Class A Common	03/15/2012		J ⁽²⁾	V 174 A \$ 0	1,365,652	D	

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Stock							
Class A Common Stock	05/11/2012	M	200,000	A	\$ 9.64	1,565,652	D
Class A Common Stock	05/11/2012	S	500	D	\$ 19.76	1,565,152	D
Class A Common Stock	05/11/2012	S	8,576	D	\$ 19.75	1,556,576	D
Class A Common Stock	05/11/2012	S	1,200	D	\$ 19.74	1,555,376	D
Class A Common Stock	05/11/2012	S	1,899	D	\$ 19.72	1,553,477	D
Class A Common Stock	05/11/2012	S	17,658	D	\$ 19.71	1,535,819	D
Class A Common Stock	05/11/2012	S	14,000	D	\$ 19.7	1,521,819	D
Class A Common Stock	05/11/2012	S	13,700	D	\$ 19.69	1,508,119	D
Class A Common Stock	05/11/2012	S	600	D	\$ 19.68	1,507,519	D
Class A Common Stock	05/11/2012	S	2,800	D	\$ 19.67	1,504,719	D
Class A Common Stock	05/11/2012	S	9,791	D	\$ 19.66	1,494,928	D
Class A Common Stock	05/11/2012	S	37,000	D	\$ 19.65	1,457,928	D
Class A Common Stock	05/11/2012	S	2,400	D	\$ 19.64	1,455,528	D
Class A Common Stock	05/11/2012	S	700	D	\$ 19.6401	1,454,828	D

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Class A Common Stock	05/11/2012	S	100	D	\$ 19.635	1,454,728	D
Class A Common Stock	05/11/2012	S	100	D	\$ 19.6329	1,454,628	D
Class A Common Stock	05/11/2012	S	6,600	D	\$ 19.63	1,448,028	D
Class A Common Stock	05/11/2012	S	5,678	D	\$ 19.62	1,442,350	D
Class A Common Stock	05/11/2012	S	9,594	D	\$ 19.61	1,432,756	D
Class A Common Stock	05/11/2012	S	3,204	D	\$ 19.6	1,429,552	D
Class A Common Stock	05/11/2012	S	100	D	\$ 19.595	1,429,452	D
Class A Common Stock	05/11/2012	S	1,300	D	\$ 19.59	1,428,152	D
Class A Common Stock	05/11/2012	S	800	D	\$ 19.58	1,427,352	D
Class A Common Stock	05/11/2012	S	200	D	\$ 19.57	1,427,152	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 Security (Instr. 3 and 4)
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		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title		
Non-Qualified Stock Options (Right to Buy)	\$ 9.64	05/11/2012			M	200,000	10/10/2004	10/10/2012	Class A Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TYSON JOHN H P O BOX 2020 SPRINGDALE, AR 72765		X		

Signatures

Nathan Hodne by Power of Attorney for John Tyson 05/15/2012

**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).
- (1) Represents 1,162 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 174 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. 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.