

LEATHERBY DENNIS

Form 4

November 28, 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 *
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)

11/26/2012

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

EVP & Chief Financial Officer

(Street)

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

SPRINGDALE, AR 72762

(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 Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Class A Common Stock	11/21/2012		J ⁽¹⁾	V	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⁾	V	4,051	D	\$ 0	52,280	D	

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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.

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