

Smith Donald
Form 4
October 06, 2010

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 *
Smith Donald

(Last) (First) (Middle)

2200 DON TYSON PARKWAY

(Street)

SPRINGDALE, AR 72762

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TYSON FOODS INC [TSN]

3. Date of Earliest Transaction
(Month/Day/Year)
10/05/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |
| Class A Common Stock | 03/04/2010 | | G ⁽¹⁾ | V 320 D \$ 0 | 152,247 | D | |
| Class A Common Stock | 03/29/2010 | | G ⁽¹⁾ | V 193 D \$ 0 | 152,054 | D | |
| Class A Common Stock | 09/30/2010 | | J ⁽²⁾ | V 810 A \$ 0 | 152,864 | D | |
| Class A Common | 10/05/2010 | | M ⁽⁴⁾ | 7,002 A ⁽³⁾ | 159,866 | D | |

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| Stock | | | | | | | | | |
|----------------------------|------------|------------------|---------|---|-------------|---------|---|---------------------------------------|--|
| Class A Common Stock | 10/05/2010 | S ⁽⁴⁾ | 2,342 | D | \$ 16.13 | 157,524 | D | | |
| Class A Common Stock | 09/30/2010 | J ⁽⁵⁾ | V 4,786 | A | \$ 0 | 44,808 | I | Employee Stock Purchase Plan | |
| Class A Common Stock | | | | | | 904 | I | by custodian for child | |
| Class A Common Stock | | | | | | 4,527 | I | by Spouse | |

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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|--|-------------------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Performance Shares | (3) | 10/01/2007 | 10/05/2010 | M ⁽³⁾ | 21,008 | (3) | 10/05/2010 | Class A Common Stock | 21,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Smith Donald
2200 DON TYSON PARKWAY
SPRINGDALE, AR 72762

President and CEO

Signatures

/s/ Nathan A. Hodne by Power of Attorney for Donald
Smith

10/06/2010

__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) Shares given as a gift.

Represents 810 shares of the Issuer's restricted Class A Common Stock acquired by the Reporting Person pursuant to a dividend reinvestment feature under the Tyson Foods, Inc. 2000 Stock Incentive Plan 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.

(2) On October 1, 2007, the Reporting Person received a grant of performance shares which vested or expired on October 5, 2010. The performance shares could vest at a level of 50%-150% and were previously reported as derivative securities at the 150% level. On October 5, 2010, 7,002 shares vested and are reported herein as acquired non-derivative securities and 14,006 shares have expired.

(3) On October 5, 2010, 7,002 shares of performance Class A Common Stock vested. The award of these performance shares to the Reporting Person has previously been reported (See Footnote #3). Pursuant to an election made by the Reporting Person, 2,342 shares were sold by the Reporting Person to the Issuer on October 5, 2010, to satisfy tax withholding obligations related to the vesting.

(4) Represents 4,786 shares of the Issuer's Class A Common Stock purchased for the Reporting Person's account under the Issuer's Employee Stock 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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