

LEATHERBY DENNIS
Form 4
October 01, 2008

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)
2210 W. OAKLAWN

3. Date of Earliest Transaction (Month/Day/Year)
09/29/2008

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

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Class A Common Stock	09/30/2008		J ⁽¹⁾	V 250 A \$ 0	92,908	D	
Class A Common Stock	09/30/2008		J ⁽²⁾	V 1,180 A \$ 0	7,955	I	By Employee Stock Purchase Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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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)	
Performance Shares	(3)	09/29/2008		A	17,730.4965	(3) (3)	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEATHERBY DENNIS 2210 W. OAKLAWN SPRINGDALE, AR 72762			EVP & Chief Financial Officer	

Signatures

By: R. Read Hudson, by power of attorney for
Date: 10/01/2008

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 250 shares of the Issuer's restricted Class A Common Stock acquired by the reporting person pursuant to a dividend reinvestment feature under the Issuer's 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) Represents 1,180 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.

(3) The award will vest or expire two business days following the Issuer's 2011 fiscal year based upon a comparison of the market price of the Issuer's Class A Common Stock to a peer group of publicly traded companies. The number of performance shares that can vest under the awards range from 50% to 150% of a target level, and the number of derivative securities reported herein is at the maximum vesting level of 150%.

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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