

LEATHERBY DENNIS

Form 4

February 06, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEATHERBY DENNIS

(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)

02/05/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
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
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Class A Common Stock	02/05/2013	S	2,000	D	\$ 22.93	59,780	D
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Class A Common Stock	02/05/2013	S	700	D	\$ 22.9437	59,080	D
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Class A Common Stock	02/05/2013	S	800	D	\$ 22.95	58,280	D
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Class A Common Stock	02/05/2013	S	300	D	\$ 22.96	57,980	D
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Class A Common Stock	02/05/2013	S	200	D	\$ 22.97	57,780	D
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Class A Common Stock	02/05/2013	S	200	D	\$ 22.98	57,580	D
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Class A Common Stock	02/05/2013	S	1,410	D	\$ 22.99	56,170	D
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Class A Common Stock	02/05/2013	S	300	D	\$ 23	55,870	D
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Class A Common Stock	02/05/2013	S	200	D	\$ 23.01	55,670	D
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Class A Common Stock	02/05/2013	S	900	D	\$ 23.03	54,770	D
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Class A Common Stock	02/05/2013	S	100	D	\$ 23.035	54,670	D
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Class A Common Stock	02/05/2013	S	200	D	\$ 23.0383	54,470	D
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Class A Common	02/05/2013	S	2,190	D	\$ 23.04	52,280	D
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Stock

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

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(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 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 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
Date

**Signature of
Reporting Person

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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