

White Noel W
Form 4
October 06, 2010

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 *
White Noel W

(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
__X__ Officer (give title ____ Other (specify
below) below)

Sr. Group V.P. Fresh Meats

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	09/30/2010		J ⁽¹⁾	V 3,702 A \$ 0	30,733	I	Employee Stock Purchase Plan
Class A Common Stock	09/30/2010		J ⁽²⁾	V 164 A \$ 0	75,596	D	
Class A Common Stock	10/05/2010		M ⁽⁴⁾	V 7,002 A <u>3</u>	82,598	D	
	10/05/2010		S ⁽⁴⁾	1,852 D	80,746	D	

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Class A
Common
Stock \$
16.13

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

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
White Noel W 2200 DON TYSON PARKWAY SPRINGDALE, AR 72762	Sr. Group V.P. Fresh Meats

Signatures

/s/ Brett Worlow by power of attorney for Noel
White 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).

Represents 3702 shares of the Issuer's Class A Common Stock purchased for the Reporting Person's account under the Issuer's Employee

(1) 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.

(2)

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Represents 164 shares of the Issuer's restricted Class A Common Stock acquired by the Reporting Person pursuant to a dividend reinvestment feature under Tyson Foods, Inc. 2000 Stock Incentive Plan since the last Statement of Beneficial Ownership was filed by the Reporting Person. Such acquisition is exempt from Section 16 reporting requirements pursuant to Rule 16a-11.

- (3) 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 a derivative securities at the 150% level. On October 5, 2010 7002 shares vested and are reported herein as acquired non-derivative securities and 14,006 shares have expired.

- (4) On October 5, 2010, 7002 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, 1852 shares were sold by the Reporting Person to the Issuer on October 5, 2010, to satisfy tax withholding obligations related to the vesting.

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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