

Calaway Curt
Form 4
September 07, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Calaway Curt

(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)

08/27/2012

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 below) ____ Other (specify
below)

Sr. VP, Controller and CAO

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(A) or Disposed of Code (Instr. 8)	4. Securities Acquired 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	08/27/2012		D ⁽¹⁾	2,640 D \$ 0	15,490	D	
Class A Common Stock	08/27/2012		F ⁽²⁾	5,005 D \$ 0	10,485	D	
Class A Common Stock	08/27/2012		A ⁽³⁾	10,905 A \$ 0	21,390	D	
Class A Common	08/30/2012		J ⁽⁴⁾	V 81 A \$ 0	6,171	I	Employee Stock

Stock

Purchase
Plan

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Calaway Curt
2200 DON TYSON PARKWAY
SPRINGDALE, AR 72762

Sr. VP, Controller and CAO

Signatures

Curt Calaway 09/07/2012

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).

- On August 27, 2012, the Issuer entered into a new Employment Agreement (the "Agreement") with the Reporting Person. In connection
- (1) with the Agreement 14,962 previously reported shares of restricted Class A Common Stock vested on August 27, 2012 and 2,640 shares were cancelled.
 - (2) On August 27, 2012, pursuant to an election previously made by the Reporting Person, 5,005 shares of restricted Class A Common Stock were sold by the Reporting Person to the Issuer to satisfy tax withholding obligations related to the vesting described above in note 1.

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- (3) Award of restricted Class A Common Stock pursuant to the Tyson Foods, Inc. 2000 Stock Incentive Plan scheduled to vest on 8/27/2015.
Represents shares of the Issuer's Class A Common Stock purchased for the Reporting Person's account under the Issuer's Employee Stock
- (4) 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.

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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