

White Noel W
Form 4
November 28, 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 *
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)

11/26/2012

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. Grp. VP 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 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	11/21/2012		J ⁽¹⁾	V 772 A \$ 0	39,384	I	Employee Stock Purchase Plan
Class A Common Stock	11/26/2012		D ⁽²⁾	2,599 D \$ 0	59,049	D	
Class A Common Stock	11/26/2012		F ⁽³⁾	9,738 D \$ 19.36	49,311	D	

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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)	\$ 19.36	11/26/2012		A ⁽⁴⁾		74,500		11/26/2013	11/26/2022	Class A Common Stock	74,500
Performance Stock	⁽⁵⁾	11/26/2012		A ⁽⁵⁾		47,933		⁽⁵⁾	⁽⁵⁾	Class A Common Stock	47,933

Reporting Owners

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

Signatures

/s/ R. Read Hudson by Power of Attorney for Noel
White 11/28/2012

 **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).

- 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 Beneficial Ownership was filed by the Reporting Person. Such acquisitions are exempt from Section 16 reporting requirements pursuant to Rule 16b-3.
- (2) On November 14, 2012, the Issuer entered into a new employment agreement (the "Employment Agreement") with the Reporting Person. In connection with the Employment Agreement, 27,563 previously reported shares of restricted Class A Common Stock vested on

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November 26, 2012 and 2,599 shares were cancelled.

- (3) Pursuant to an election made by the Reporting Person, 9,738 shares were sold by the Reporting Person to the Issuer on November 26, 2012, to satisfy tax withholding obligations related to the vesting described in footnote 2.
- (4) The stock options vest at 33 1/3% on the first anniversary date of the grant and 33 1/3% for each of the following two years.
Award of performance Class A Common Stock which vests on the fourth business day following the filing of the Issuer's Annual Report on Form 10-K for its 2015 fiscal year if the performance metrics described in the applicable Stock Incentive Agreement (the "Incentive Agreement") are achieved. The performance metrics are (1) achievement of a three year (fiscal 2013-2015) cumulative EBIT target as set forth in the Incentive Agreement and (2) comparison of the market price of the Issuer's Class A Common Stock to a peer group of publicly traded companies selected by the Compensation Committee of the Board of Directors of Issuer over a three year (fiscal 2013-2015) period, as more particularly described in the Incentive Agreement. If neither of the performance metrics is achieved, the award expires.
- (5)

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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