

Smith Donald
Form 4
November 30, 2009

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 *
Smith Donald

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)
2200 DON TYSON PARKWAY

3. Date of Earliest Transaction (Month/Day/Year)
11/25/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & Chief Exec 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Class A Common Stock | 10/31/2009 | | J ⁽¹⁾ | V 2,253 A \$ 0 | 39,563 | I | By Employee Stock Purchase Plan |
| Class A Common Stock | 11/25/2009 | | S | 1,500 D \$ 12.42 | 38,063 | I | By Employee Stock Purchase Plan |
| Class A Common | | | | | 904 | I | By Custodian |

| | | | | | | | | | |
|----------------------------|------------|--|------------------|---|-------|-------|------|--------|--------------------|
| Stock | | | | | | | | | for Child |
| Class A Common Stock | | | | | | 4,527 | I | | By Spouse Trust |
| Class A Common Stock | 11/24/2009 | | G ⁽²⁾ | V | 7,400 | A | \$ 0 | 58,197 | D |

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 required to respond unless the form displays a currently valid OMB control number.

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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 Underlying S (Instr. 3 and |
|---|--|---|---|--------------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-Qualified Stock Options (right to buy) | \$ 12.02 | 11/30/2009 | 11/30/2010 | A | 117,680 | 11/30/2010 ⁽³⁾ 11/30/2019 | Class A Common Stock |

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

Smith Donald
2200 DON TYSON PARKWAY
SPRINGDALE, AR 72762

President & Chief Exec Officer

Signatures

Smith, Donnie 11/30/2009

**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).

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Represents 2,253 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) 7,400 shares of Class A Common Stock given as a gift.
- (3) The Stock Options vest at 33 1/3% on the first anniversary date of the grant and 33 1/3% for the following two years.

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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