

Smith Donald  
Form 4  
December 18, 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)  
12/16/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Pres. and 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	12/15/2009		J <sup>(1)</sup>	V	166	A	\$ 0 58,363	D
Class A Common Stock	12/16/2009		D <sup>(2)</sup>		23,487	D	\$ 0 34,876	D
Class A Common Stock	12/16/2009		F <sup>(3)</sup>		979	D	\$ 0 33,897	D
Class A Common	12/16/2009		A <sup>(4)</sup>		118,670	A	\$ 0 152,567	D

Stock

Class A Common Stock	11/30/2009		J <sup>(5)</sup>	V	411	A	\$ 0	38,474	I	Employee Stock Purchase Plan
Class A Common Stock								904	I	Custodian for child
Class A Common Stock								4,527	I	By Spouse Trust

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Donald 2200 DON TYSON PARKWAY SPRINGDALE, AR 72762			Pres. and Chief Exec. Officer	

## Signatures

/s/ R. Read Hudson by Power of Attorney for Donald  
Smith

12/18/2009

\_\_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).  

Represents 166 shares of the Issuer's restricted Class A Common Stock acquired by the Reporting Person pursuant to a dividend reinvestment feature under the Tyson Foods, Inc. 2000 Stock Incentive Plan since the last Statement of Changes in Beneficial Ownership was filed by the Reporting Person. Such acquisition is exempt from Section 16 reporting requirements pursuant to Rule 16a-11.
- (1) On December 16, 2009, the Issuer entered into a new employment agreement (the "Agreement") with the Reporting Person. In connection with the Agreement, 2,925 previously reported shares of restricted Class A Common Stock vested on December 16, 2009 and 23,487 shares were cancelled.
- (2) On December 16, 2009, pursuant to an election previously made by the Reporting Person, 979 shares were sold by the Reporting Person to the Issuer to satisfy tax withholding obligations related to the vesting described above in note 2.
- (3) Award of restricted Class A Common Stock pursuant to Tyson Foods, Inc. 2000 Stock Incentive Plan to vest on December 16, 2012.  

Represents 411 shares of the Issuer's Class A Common Stock purchased for the Reporting Person's account under the Issuer's Employee 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.
- (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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