

White Noel W
Form 3/A
November 30, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

White Noel W
(Last) (First) (Middle)

2210 W. OAKLAWN
(Street)

SPRINGDALE, AR 72762

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
10/07/2005

3. Issuer Name **and** Ticker or Trading Symbol
TYSON FOODS INC [(TSN)]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)
Group VP Fr Meats Op & Comm
Sa

5. If Amendment, Date Original
Filed(Month/Day/Year)
10/12/2005

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Class A Common Stock

89,679 ⁽¹⁾

D

^

Class A Common Stock

10,108 ⁽²⁾

I

By ESPP

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative
Security
(Instr. 4)

2. Date Exercisable and Expiration
Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of
Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	Â <u>(3)</u>	09/29/2014	Class A Common Stock	10,000	\$ 15.96	D	Â
Performance Shares	Â <u>(4)(5)</u>	Â <u>(4)</u>	Class A Common Stock	20,775 <u>(6)</u>	\$ <u>(6)</u>	D	Â
Incentive Stock Option (right to buy)	Â <u>(7)</u>	12/21/2005	Class A Common Stock	1,000	\$ 10.65	D	Â
Incentive Stock Option (right to buy)	Â <u>(7)</u>	09/30/2006	Class A Common Stock	5,828	\$ 9.97	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(7)</u>	09/30/2006	Class A Common Stock	3,886	\$ 9.97	D	Â
Incentive Stock Option (right to buy)	Â <u>(7)</u>	12/23/2007	Class A Common Stock	7,247	\$ 8.68	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(7)</u>	12/23/2007	Class A Common Stock	2,467	\$ 8.68	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(7)</u>	08/30/2008	Class A Common Stock	7,430	\$ 6.95	D	Â
Incentive Stock Option (right to buy)	Â <u>(7)</u>	08/30/2008	Class A Common Stock	2,284	\$ 6.95	D	Â
Phantom Stock	Â <u>(7)</u>	12/29/2009	Class A Common Stock	9,714	\$ 7.37	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(7)</u>	02/17/2010	Class A Common Stock	1,074	\$ 5.43	D	Â
Incentive Stock Option (right to buy)	Â <u>(7)</u>	02/17/2010	Class A Common Stock	8,640	\$ 5.43	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(7)</u>	07/16/2011	Class A Common Stock	17,529	\$ 10.64	D	Â
Non-Qualified Stock	10/15/2003 <u>(8)</u>	10/15/2011	Class A	5,040	\$ 9.32	D	Â

Option (right to buy)			Common Stock				
Non-Qualified Stock Option (right to buy)	10/10/2004 ⁽⁹⁾	10/10/2012	Class A Common Stock	5,040	\$ 9.64	D	Â
Non-Qualified Stock Option (right to buy)	09/19/2005 ⁽¹⁰⁾⁽¹¹⁾	09/19/2013	Class A Common Stock	6,000	\$ 13.33	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
White Noel W 2210 W. OAKLAWN SPRINGDALE, AR 72762	Â	Â	Â Group VP Fr Meats Op & Comm Sa	Â

Signatures

/s/ White, Noel
W 11/30/2005

 Signature of
Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Mr. White directly holds 4,580 shares of common stock and 85,099 shares of restricted common stock.
- (2) The number of shares in the shareholder Employee Stock Purchase Plan was overstated in the original Form 3 due to a clerical error.
- (3) The Stock Option vests at 40% on 09-29-06 and 20% each year thereafter for the following three years.
- (4) The award vests two business days following the Company's public announcement of its earnings for the 2008 fiscal year. One half of the award is based upon a comparison of the market price of Tyson's Class A Common Stock to a peer group of publicly traded companies and the other half by the achievement of the Company of certain return on invested capital measures.
- (5) The awards were effective October 3, 2005, the date the Company priced and determined to offer the filer their new employment contract and the awards. The award agreements were delivered to the filer on October 7, 2005, the date the filer signed their new employment agreement with the Company.
- (6) Each Performance Share that vests entitles holder to 1 share of Class A Common Stock. The number expressed above is the maximum number of shares that can vest under the grant.
- (7) Pursuant to the Agreement and Plan of Merger dated January 1, 2001 by and among Issuer, Lasso Acquisition Corporation ("Lasso"), a wholly owned subsidiary of Issuer, and IBP, inc. ("IBP"), all options granted by IBP and outstanding on September 28, 2001 (the date IBP merged with Lasso) converted into options to buy Issuer Class A common stock at a predetermined exchange rate. All options granted prior to the closing of the tender offer for IBP, inc vested on 7-23-01.
- (8) The stock options vest at 40% on 10-15-03 and 20% each year thereafter for 3 years.
- (9) The Stock Options vest at 40% on 10-10-04 and 20% each year thereafter for 3 years.
- (10) This Stock Options vest at 40% on 9-19-05 and 20% each year thereafter for three (3) years.
- (11) Because of a clerical error, this date was previously reported incorrectly.

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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