

LEE GREG W
Form 4/A
November 30, 2005

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEE GREG W

(Last) (First) (Middle)

2210 W. OAKLAWN

(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)
10/03/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)
10/05/2005

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Int'l Pres & 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	07/18/2005		J ⁽¹⁾	V 55,471 A \$ 0	702,594	D	
Class A Common Stock	07/29/2005		J	V 8,475 A \$ 0	711,069	D	
Class A Common Stock	10/01/2005		J ⁽²⁾	V 4,577 A \$ 0	715,646	D	
Class A Common	06/30/2005		J	V 2,453 A \$ 0	56,623 ⁽³⁾	I	By ESPP

Stock

Class A Common Stock	07/28/2005	J ⁽¹⁾	V	55,471	D	\$ 0	1,152	I	By ESPP
Class A Common Stock	09/30/2005	J	V	1,496	A	\$ 0	2,648	I	By ESPP
Class A Common Stock	08/01/2005	J	V	8,475	D	\$ 0	0	I	By Spouse
Class A Common Stock							750	I	By Children's 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	(4)	10/03/2005		A		39,474 (5)		(4)	(4)	Class A Common Stock	39,473

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LEE GREG W 2210 W. OAKLAWN SPRINGDALE, AR 72762	Int'l Pres & CAO

Signatures

/s/ Lee, Greg 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 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).

(1) Transfer of stock by reporting person from Issuer's Employee Stock Purchase Plan to direct ownership of reporting person.

Since the last report, the reporting person has received 4,577 shares of restricted stock pursuant to a dividend reinvestment feature for

(2) restricted stock grants under the Company's 2000 Stock Incentive Plan. These shares have been added to the number reported in Item 5 of Table I."

(3) Includes 497 Shares purchased from 10-01-05 thru 10-31-05, for the reporting person's account under the Tyson Foods, Inc. Employee Stock Purchase Plan which transactions are exempt under Section 16b-3.

The award vests two business days following the Company's public announcement of its earnings for the second quarter of 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) 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.

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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