

TYSON FOODS INC
Form 4
May 31, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
TYSON DONALD J

(Last) (First) (Middle)

PO BOX 2020, 2210 WEST OAKLAWN

(Street)

SPRINGDALE, AR 72765

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TYSON FOODS INC [TSN]

3. Date of Earliest Transaction (Month/Day/Year)
05/26/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|-------------------------|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Class B Common Stock | 05/26/2006 | | J(1)(2) | V | 219,907 | D | \$ 0 | 3,685,270 | I | By TLP Investment, L.P. |
| Class A Common Stock | 05/26/2006 | | J(1)(2) | V | 219,907 | A | \$ 0 | 219,907 | I | By TLP Investment, L.P. |
| Class A Common Stock | 05/26/2006 | | S(1) | | 219,907 | D | \$ 16.3749 | 0 | I | By TLP Investment, L.P. |
| Class B Common | 05/30/2006 | | J(1)(3) | V | 253,228 | D | \$ 0 | 3,432,042 | I | By TLP Investment, |

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| | | | | | | | | | | |
|----------------------------|------------|--|---------------------|---|---------|---|------------|------------|------|------------------------------------|
| Stock | | | | | | | | | L.P. | |
| Class A Common Stock | 05/30/2006 | | J ⁽¹⁾⁽³⁾ | V | 253,228 | A | \$ 0 | 253,228 | I | By TLP Investment, L.P. |
| Class A Common Stock | 05/30/2006 | | S ⁽¹⁾ | | 253,228 | D | \$ 16.1306 | 0 | I | By TLP Investment, L.P. |
| Class B Common Stock | 05/31/2006 | | J ⁽¹⁾⁽⁴⁾ | V | 470,849 | D | \$ 0 | 2,961,193 | I | By TLP Investment, L.P. |
| Class A Common Stock | 05/31/2006 | | J ⁽¹⁾⁽⁴⁾ | V | 470,849 | A | \$ 0 | 470,849 | I | By TLP Investment, L.P. |
| Class A Common Stock | 05/31/2006 | | S ⁽¹⁾ | | 470,849 | D | \$ 15.999 | 0 | I | By TLP Investment, L.P. |
| Class B Common Stock | | | | | | | | 1,629,369 | I | By TLPCRT, L.P. |
| Class B Common Stock | | | | | | | | 47,169,450 | I | By Tyson Limited Partnership |
| Class A Common Stock | | | | | | | | 98,642 | I | ESPP |

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|-------|-----------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or |

Number
of
Shares

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TYSON DONALD J PO BOX 2020 2210 WEST OAKLAWN SPRINGDALE, AR 72765 | X | X | | |

Signatures

By: By: R. Read Hudson, by power of attorney for 05/31/2006

__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).

- The transactions disclosed in this report were effected by TLP Investment, L.P., a limited partnership for which the Tyson Limited Partnership (the "Partnership") directly or indirectly holds all of the outstanding beneficial interest. The reporting person has approximately a 54% combined interest as a general and limited partner in the Partnership. Amounts disclosed in this report represent the reporting person's pro rata interest in such transactions.
- (1) On May 26, 2006, the TLP Investment, L.P. converted 403,900 shares of Class B Common Stock into shares of Class A Common Stock on a one-for-one basis for no cost; accordingly, there was no applicable purchase or sale.
 - (2) On May 30, 2006, the TLP Investment, L.P. converted 465,100 shares of Class B Common Stock into shares of Class A Common Stock on a one-for-one basis for no cost; accordingly, there was no applicable purchase or sale.
 - (3) On May 31, 2006, the TLP Investment, L.P. converted 864,800 shares of Class B Common Stock into shares of Class A Common Stock on a one-for-one basis for no cost; accordingly, there was no applicable purchase or sale.

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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