

TYSON FOODS INC
Form 4
July 27, 2006

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 *
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)
06/23/2006

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Class B Common Stock | 06/23/2006 | | J ⁽¹⁾⁽²⁾ | | 1,720,313 | D | \$ 0 44,293,657 | By Tyson Limited Partnership |
| Class A Common Stock | 06/23/2006 | | J ⁽¹⁾⁽²⁾ | | 1,720,313 | A | \$ 0 1,720,313 | By Tyson Limited Partnership |
| Class A Common Stock | 06/30/2006 | | J ⁽³⁾ | V | 1,234 | A | \$ 0 100,815 | ESPP |
| Class B Common | 07/25/2006 | | J ⁽²⁾⁽⁴⁾ | | 541,166 <u>(2)</u> | D | \$ 0 1,623,498 <u>(2)</u> | By TLP Investment, |

| | | | | | | | | |
|----------------------------|------------|----------------------|------------------------------|---|--------------------------|--------------------|---|-------------------------------|
| Stock | | | | | | | | L.P. |
| Class A Common Stock | 07/25/2006 | <u>J(2)(4)</u> | <u>541,166</u> <u>(2)</u> | A | \$ 0 | 541,166 <u>(2)</u> | I | By TLP Investment, L.P. |
| Class A Common Stock | 07/25/2006 | <u>J(2)(5)(6)(7)</u> | <u>541,166</u> <u>(2)</u> | D | <u>(7)</u> <u>(8)</u> | 0 | I | By TLP Investment, L.P. |
| Class B Common Stock | | | | | | 1,623,498 | I | By TLPCRT, L.P. |

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 Amount of Underlying Securities (Instr. 3 and 4) | | |
|---|--|---|---|--------------------------------------|--|--|---|---|----------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Contract to Sell <u>(2)</u> <u>(5) (6)</u> | <u>(7) (8)</u> | 07/25/2006 | 07/25/2006 | <u>J(2)(5)(6)</u> | 1 | 07/25/2006 | 07/25/2006 | Class B Common Stock <u>(4)</u> <u>(5)</u> | 541,166 <u>(2)</u> |

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: /s/ R. Read Hudson, Power of
Attorney

07/27/2006

__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).
- (1) On June 23, 2006, the Tyson Limited Partnership (the "Partnership") converted 3,178,900 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.

This transaction has also been included in a report on Form 4 filed by the Partnership on the same date as this filing. The Partnership completed the reported transactions and the reporting person, who has approximately a 54% combined interest as a general and limited partner in the Partnership, must report his pro rata interest in such transactions on this filing even though the Partnership has also included such transactions as part of its Form 4.
 - (2) Represents shares purchased from 06-01-06 through 06-30-06 for the reporting person's account in the Tyson Foods, Inc. Employee Stock Purchase Plan which transactions are exempt under Section 16(b)(3).

In connection with the settlement of the Contract (as defined below), TLP Investment, L.P. (the "Counterparty") converted 1,000,000 shares of Class B Common Stock subject to the Contract to Class A Common Stock (on a one for one basis) in order to settle the Contract in Class A Common Stock pursuant to the terms of the Contract; accordingly, there was no applicable purchase or sale relating to such conversion.
 - (3) On November 19, 2004, the Counterparty (the Counterparty is a limited partnership for which the Partnership directly or indirectly holds all the beneficial outstanding interest) entered into a pre-paid variable equity forward contract (the "Contract") with an unaffiliated third party buyer (the "Buyer") pursuant to which the Counterparty pledged 1,000,000 shares of Class B Common Stock of Tyson Foods, Inc. (the "Company") and agreed to settle the Contract with either a payment of cash or the delivery of up to 1,000,000 shares of the Company's Class A Common Stock (or Class B Common Stock immediately convertible into Class A Common Stock). The Counterparty chose to settle the Contract through the delivery of shares.

Under the terms of the Contract, the Counterparty agreed to deliver a number of shares of Class A Common Stock (or Class B Common Stock immediately convertible into Class A Common Stock) on the expiration date of the Contract as follows: (i) if the Final Price is less than the Floor Price, then 1,000,000 shares; (ii) if the Final Price is less than or equal to the Cap Price, but greater than or equal to the Floor Price, then a number of shares equal to 1,000,000 times the Floor Price divided by the Final Price; (iii) if the Final Price is greater than the Cap Price, then a number of shares equal to 1,000,000 multiplied by a fraction, the numerator of which is the sum of the Floor Price and the difference between the Final Price and the Cap Price, and the denominator of which is the Final Price.
 - (4) The Contract had a Floor Price equal to \$16.6385/share and a Cap Price equal to \$19.9662/share, each based on an average market price of the Company's Class A Common Stock of \$16.6385/share over a four trading day period ending on November 19, 2004.

On the expiration date the Final Price was \$14.47633 (based on the average closing price for the Company's Class A Common Stock over a five day period ending on July 25, 2006) which was less than the Floor Price, resulting in the Counterparty delivering all 1,000,000 shares of the Company's Class A Common Stock to the Buyer.
 - (5)
 - (6)
 - (7)
 - (8)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.