

TYSON FOODS INC
Form 4
November 16, 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)
11/14/2006

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 A Common Stock	11/14/2006		J ⁽¹⁾⁽²⁾		813,697	A	\$ 0	1,896,029	I	By Tyson Limited Partnership
Class A Common Stock	11/14/2006		S ⁽¹⁾		1,896,029	D	\$ 15.333	0	I	By Tyson Limited Partnership
Class A Common Stock	11/15/2006		J ⁽¹⁾⁽³⁾		1,886,033	A	\$ 0	1,886,033	I	By Tyson Limited Partnership
Class A Common	11/15/2006		S ⁽¹⁾		1,886,033	D	\$ 15.3553	0	I	By Tyson Limited

Stock									Partnership	
Class A Common Stock	10/31/2006		J ⁽⁴⁾	V	2,323	A	\$ 0	103,796	I	ESPP
Class B Common Stock	11/14/2006		J ⁽¹⁾⁽²⁾		813,697	D	\$ 0	43,479,960	I	By Tyson Limited Partnership
Class B Common Stock	11/15/2006		J ⁽¹⁾⁽³⁾		1,886,033	D	\$ 0	41,593,927	I	By Tyson Limited Partnership
Class B Common Stock								1,082,332	I	By TLP Investment, L.P.
Class B Common Stock								1,082,332	I	By TLPCRT, L.P.

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

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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 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
	X	X		

TYSON DONALD J
PO BOX 2020
2210 WEST OAKLAWN
SPRINGDALE, AR 72765

Signatures

By: By: R. Read Hudson, by power of
attorney for

11/16/2006

__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 transaction has also been included in a report on Form 4 filed by the Tyson Limited Partnership (the "Partnership") on the same date as this filing. The Partnership completed the reported transactions and the reporting person, who has approximately 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.
- (1) On November 14, 2006, the Tyson Limited Partnership converted 1,503,600 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 November 15, 2006, the Tyson Limited Partnership converted 3,485,128 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) Represents 2,323 shares of Class A Common Stock purchased from 8-1-06 to 10-31-06 for the reporting person's account under the Company's Employee Stock Purchase Plan. Such acquisitions are exempt from Section 16 reporting requirements pursuant to Rule 16a-3.

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.