

TYSON FOODS INC
Form 4
October 01, 2007

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 JOHN H

(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)
09/28/2007

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock | 09/15/2007 | | J ⁽¹⁾ | V 13,407 A \$ 0 | 2,327,239 | D | |
| Class A Common Stock | 09/28/2007 | | D ⁽²⁾ | 784,850 D \$ 0 | 1,542,389 | D | |
| Class A Common Stock | 08/31/2007 | | J ⁽³⁾ | V 180 A \$ 0 | 104,219 | I | By ESPP |
| Class A Common Stock | | | | | 1,000 | I | By Daughter |

Class A
Common
Stock 1,000 I By Son

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--------------|--|-----------------|---|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | |
| Performance Shares | (4) | 09/28/2007 | | D | | 136,703.6012 | (4) | (4) | Class A Common Stock |
| Performance Shares | (4) | 09/28/2007 | | D | | 150,000 | (4) | (4) | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TYSON JOHN H 2210 W. OAKLAWN SPRINGDALE, AR 72762 | | | X | |

Signatures

By: /s/R. Read Hudson, by Power of Attorney for 10/01/2007
 **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).

Represents 13,407 shares of restricted Class A Common Stock received by the reporting person pursuant to a dividend reinvestment (1) feature under the Issuer's 2000 Stock Incentive Plan through September 15, 2007. Such acquisition is exempt from Section 16 reporting requirements pursuant to Rule 16a-11.

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(2) On September 28, 2007, Tyson Foods, Inc. ("Tyson") entered into a new Agreement with the reporting person. In connection with the new Agreement, 784,850 shares of Tyson Class A Common Stock granted on July 29, 2003 and scheduled to vest on February 12, 2008 were cancelled.

(3) Represents 180 shares purchased of Class A Common Stock from May 1, 2007 thru August 31, 2007 for the reporting person's account under the Issuer's Employee Stock Purchase Plan. Such acquisitions are exempt from Section 16 reporting requirements pursuant to Rule 16a-3.

(4) Pursuant to the new Agreement with the reporting person, 150,000.0000 performance shares granted on October 4, 2004 and 136,703.6012 performance shares granted on October 3, 2005 were cancelled.

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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