

TYSON FOODS INC
Form 4
February 14, 2008

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 JOHN H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2210 W. OAKLAWN
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2008

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

SPRINGDALE, AR 72762

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/15/2007		J ⁽¹⁾	V	2,169	A	\$ 0	1,544,558	D	
Class A Common Stock	12/15/2007		J ⁽²⁾	V	133	A	\$ 0	1,544,691	D	
Class A Common Stock	02/12/2008		F ⁽³⁾		332,818	D	\$ 13.62	1,211,873	D	
Class A Common Stock	12/31/2007		I ⁽⁴⁾	V	504	A	\$ 0	104,723	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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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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
Date: 02/14/2008

__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).

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- Represents 2,169 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 December 15, 2007. Such acquisition is exempt from Section 16 reporting requirements pursuant to Rule 16a-11.
 - (2) Represents 133 shares of Class A Common Stock received by the reporting person pursuant to the Issuer's dividend reinvestment plan maintained by the transfer agent. Such acquisition is exempt from Section 16 reporting requirements pursuant to Rule 16a-11.
- On February 12, 2008, 782,169 shares of restricted Class A Common Stock vested. The award of these restricted shares to the Reporting
- (3) Person has previously been reported. Pursuant to an election previously made by the Reporting Person, 332,818 shares were sold by the Reporting Person to the Issuer to satisfy tax withholding obligations related to the vesting .
 - (4) Represents 504 shares of Class A Common Stock purchased from September 1, 2007 through December 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.

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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