

TYSON FOODS INC
Form 4
February 23, 2007

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

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2007

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

PO BOX 2020, 2210 WEST OAKLAWN

(Street)

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

SPRINGDALE, AR 72765

(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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	02/21/2007		J ⁽¹⁾⁽²⁾	A	\$ 0	141,685	I	By Tyson Limited Partnership
Class A Common Stock	02/21/2007		S ⁽¹⁾	D	\$ 18.95	0	I	By Tyson Limited Partnership
Class A Common Stock	02/22/2007		J ⁽¹⁾⁽³⁾	A	\$ 0	69,626	I	By Tyson Limited Partnership
Class A Common Stock	02/22/2007		S ⁽¹⁾	D	\$ 18.76	0	I	By Tyson Limited Partnership

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Stock									Partnership	
Class A Common Stock	01/31/2007		J ⁽⁴⁾	V	2,285	A	\$ 0	106,081	I	ESPP
Class B Common Stock	02/21/2007		J ⁽¹⁾		141,685	D	\$ 0	41,452,242	I	By Tyson Limited Partnership
Class B Common Stock	02/22/2007		J ⁽¹⁾⁽³⁾		69,626	D	\$ 0	41,382,616	I	By Tyson Limited Partnership

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 Owned Following Reporting 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: Nathan A. Hodne, by power of attorney for

02/23/2007

__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).

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 February 21, 2007, the Partnership converted 261,815 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 (141,685 shares represents Mr. Tyson's pro-rata interest).
- (2) On February 22, 2007, the Partnership converted 128,659 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 (69,626 shares represents Mr. Tyson's pro-rata interest).
- (3) Represents 2,285 shares of Class A Common Stock purchased from 11-1-06 to 1-31-07 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)

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.