

TYSON FOODS INC

Form 4

October 05, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEE GREG W

(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)
10/03/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Int'l Pres & CAO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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(A) or Disposed of Code (Instr. 8)	4. Securities Acquired 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	07/18/2005		J ⁽¹⁾	V 55,471 A \$ 0	702,594	D	
Class A Common Stock	07/29/2005		J	V 8,475 A \$ 0	711,069	D	
Class A Common Stock	06/30/2005		J	V 2,453 A \$ 0	56,623 ⁽²⁾	I	By ESPP
Class A Common	07/28/2005		J ⁽¹⁾	V 55,471 D \$ 0	1,152	I	By ESPP

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Stock

Class A

Common 09/30/2005

J V 1,496 A \$ 0 2,648 ⁽³⁾

I

By ESPP

Stock

Class A

Common 08/01/2005

J V 8,475 D \$ 0 0

I

By Spouse

Stock

Class A

Common 750

I

By
Children's
Trust

Stock

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

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SEC 1474
(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
Performance Shares	(4)	10/03/2005		A		39,474		(5)	(5)	Class A Common Stock	39,473

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LEE GREG W
2210 W. OAKLAWN
SPRINGDALE, AR 72762

Int'l Pres & CAO

Signatures

/s/ Lee, Greg W.

10/05/2005

**Signature of
Reporting Person

Date

Reporting Owners

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) Transfer of stock by reporting person from Issuer's Employee Stock Purchase Plan to direct ownership of reporting person.
- (2) Includes 2,453 Shares purchased from 03-01-05 thru 06-30-05, for the reporting person's account under the Tyson Foods, Inc. Employee Stock Purchase Plan which transactions are exempt under Section 16b-3.
- (3) Includes 1,496 shares purchased from 07-01-05 through 09-30-05 for the reporting person's account in the Tyson Foods, Inc Employee Stock Purchase Plan which transactions are exempt under Section 16 (b)(3).
- (4) Each Performance Share that vests entitles holder to 1 share of Class A Common Stock. The number expressed above is the maximum number of shares that can vest under the grant.

The award vests two business days following the Company's public announcement of its earnings for the second quarter of 2008 fiscal year. One half of the award is based upon a comparison of the market price of Tyson's Class A Common Stock to a peer group of publicly traded companies and the other half by the achievement of the Company of certain cash flow measures.

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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