

TYSON DONALD J

Form 4/A

May 05, 2006

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
burden hours per
response... 0.5

(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)

02/06/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)
05/04/2006

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 B Common Stock	02/06/2006		C ⁽¹⁾		750,000	D	\$ 0	0	D
Class A Common Stock	02/06/2006		C ⁽¹⁾		750,000	A	\$ 0	750,000	D
Class A Common Stock	05/02/2006		S		750,000	D	\$ 14.64	0	D
Class B Common	04/26/2006		J ⁽²⁾	V	2,715,615	A	\$ 0	4,888,107	I
									By TLP Investment.

By TLP
Investment,

Stock									L.P.
Class B Common Stock	04/26/2006	J ⁽²⁾	V	2,715,615 ₍₃₎	D	\$ 0	47,169,450 ₍₄₎	I	By Tyson Limited Partnership
Class B Common Stock							1,629,369	I	By TLPCRT, L.P.
Class A Common Stock							97,513 ₍₅₎	I	ESPP

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title 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: R. Read Hudson, by power of
attorney for

05/05/2006

__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).
- (1) On February 6, 2006, the reporting person converted 750,000 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.

The reporting person has approximately a 54% combined interest as a general and limited partner in the Tyson Limited Partnership. Since the reporting person's last report, 5,000,000 shares of Class B Common Stock previously held directly by the Tyson Limited Partnership
- (2) have been contributed to TLP Investment, L.P., a limited partnership for which the Tyson Limited Partnership directly or indirectly holds all of the outstanding beneficial interests. The Tyson Limited Partnership also retains sole dispositive power and voting rights with respect to the shares held by TLP Investment, L.P.
- (3) Reporting person's interest in amount contributed by the Tyson Limited Partnership to TLP Investment, L.P. was incorrect on previous filing, such amount has been increased by 30 shares to correct this error.
- (4) Reporting person's share total was understated in previous filings by 30 shares due to a clerical error.
- (5) Includes 9,794 shares purchased from 06-01-05 through 03-31-06 for the reporting person's account in the Tyson Foods, Inc Employee Stock Purchase Plan which transactions are exempt under Section 16 (b)(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.