

TYSON DONALD J
Form 4/A
June 05, 2006

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)

PO BOX 2020, 2210 WEST OAKLAWN

3. Date of Earliest Transaction (Month/Day/Year)
05/23/2006

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

(Street)

SPRINGDALE, AR 72765

4. If Amendment, Date Original Filed(Month/Day/Year)
05/25/2006

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) | Price | | |
| Class B Common Stock | 05/23/2006 | | J(1) | V 27,223 D | \$ 0 4,860,884 | I | By TLP Investment, L.P. |
| Class A Common Stock | 05/23/2006 | | J(1) | V 27,223 A | \$ 0 27,223 | I | By TLP Investment, L.P. |
| Class A Common Stock | 05/23/2006 | | S | 27,223 D | \$ 16.7095 0 | I | By TLP Investment, L.P. |
| Class B Common | 05/24/2006 | | J(2) | V 299,453 D | \$ 0 4,561,431 | I | By TLP Investment, |

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| | | | | | | | | | |
|----------------------------|------------|------------------|---|----------------|---|------------|------------|---|------------------------------------|
| Stock | | | | | | | | | L.P. |
| Class A Common Stock | 05/24/2006 | J ⁽²⁾ | V | 299,453 | A | \$ 0 | 299,453 | I | By TLP Investment, L.P. |
| Class A Common Stock | 05/24/2006 | S | | 299,453 | D | \$ 16.1594 | 0 | I | By TLP Investment, L.P. |
| Class B Common Stock | 05/25/2006 | J ⁽³⁾ | V | 656,238 (4) | D | \$ 0 | 3,905,193 | I | By TLP Investment, L.P. |
| Class A Common Stock | 05/25/2006 | J ⁽³⁾ | V | 656,238 (4) | A | \$ 0 | 656,238 | I | By TLP Investment, L.P. |
| Class A Common Stock | 05/25/2006 | S | | 656,238 (4) | D | \$ 16.3331 | 0 | I | By TLP Investment, L.P. |
| Class A Common Stock | 04/30/2006 | J ⁽⁵⁾ | V | 1,129 | A | \$ 0 | 98,642 | I | ESPP |
| Class B Common Stock | | | | | | | 1,629,369 | I | By TLPCRT, L.P. |
| Class B Common Stock | | | | | | | 47,169,450 | 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 Beneficially Owned (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: R. Read Hudson, by power of attorney for 05/25/2006

__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 May 23, 2006, TLP Investment, L.P. converted 50,000 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. TLP Investment, L.P. is a limited partnership for which the Tyson Limited Partnership directly or indirectly holds all of the outstanding beneficial interests. The reporting person has approximately a 54% combined interest as a general and limited partner in the Tyson Limited Partnership.
- (2) On May 24, 2006, the TLP Investment, L.P. converted 550,000 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.
- (3) On May 25, 2006, the TLP Investment, L.P. converted 1,205,300 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.
- (4) The actual number of shares transacted on May 25, 2006 was 1,205,300. This number was previously reported incorrectly due to a clerical error.
- (5) Includes 1,129 shares purchased from 04-01-06 through 04-30-06 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.

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