TYSON FOODS INC
Form 4
August 25, 2006

FORM 4

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

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

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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).

(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)
08/22/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 A Common Stock	08/22/2006		J(1)(2)		541,166	A	$ 0	541,166	I	By TLP Investment, L.P.
Class A Common Stock	08/22/2006		J(1)(3)(4)(5)(6)		541,166	D	(4) (5) (6)	0	I	By TLP Investment, L.P.
Class A Common Stock	08/22/2006		J(1)(2)		541,166	A	$ 0	541,166	I	By TLPCRT, L.P.
Class A Common	08/22/2006		J(1)(3)(4)(5)(6)		541,166	D	(4) (5) (6)	0	I	By TLPCRT,

Stock										L.P.
Class A Common Stock	08/18/2006		G[1]	V	156,235	D	$ 0	1,082,332	I	By Tyson Limited Partnership
Class A Common Stock	08/22/2006		J	V	658	A	$ 0	101,473	I	ESPP [7]

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Contract to Sell	[4] [5] [6]	08/22/2006	08/22/2006	J[3][4][5]			1	08/22/2006	08/22/2006	Class B Common Stock [2] [3]	1,000,000
Contract to Sell	[4] [5] [6]	08/22/2006	08/22/2006	J[3][4][5]			1	08/22/2006	08/22/2006	Class B Common Stock [2] [3]	1,000,000

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	08/24/2006
**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) The transactions disclosed in this report were effected by TLPCRT, L.P. and TLP Investment, L.P., each a limited partnership for which the Tyson Limited Partnership (the "Partnership") directly or indirectly holds all of the outstanding beneficial interest, and the Partnership. The reporting person has approximately a 54% combined interest as a general and limited partner in the Partnership. Amounts disclosed in this report represent the reporting person's pro rata interest in such transactions.

(2) In connection with the settlement of the Contracts (as defined below), each of TLPCRT, L.P and TLP Investment, L.P. (collectively the "Counterparties") converted 1,000,000 shares of Class B Common Stock subject to the Contracts to Class A Common Stock (on a one for one basis) in order to settle the Contracts in Class A Common Stock pursuant to the terms of the Contracts.

(3) On November 19, 2004, each of TLPCRT, L.P and TLP Investment, L.P. (collectively the "Counterparties") entered into pre-paid variable equity forward contracts (the "Contracts") with an unaffiliated third party buyer (the "Buyer"). In exchange for a cash payment, each of the Counterparties pledged 1,000,000 shares of Class B Common Stock of Tyson Foods, Inc. (the "Company") and agreed to settle the Contracts with either a payment of cash or the delivery of up to 1,000,000 shares of the Company's Class A Common Stock (or Class B Common Stock immediately convertible into Class A Common Stock). The Counterparties chose to settle the Contracts through the delivery of shares.

(4) Under the terms of the Contracts, the Counterparties agreed to collectively deliver a number of shares of Class A Common Stock (or Class B Common Stock immediately convertible into Class A Common Stock) on the expiration date of the Contracts as follows: (i) if the Final Price (as defined below) is less than the Floor Price (as defined below), then 2,000,000 shares; (ii) if the Final Price is less than or equal to the Cap Price (as defined below) , but greater than or equal to the Floor Price, then a number of shares equal to 2,000,000 times the Floor Price divided by the Final Price; (iii) if the Final Price is greater than the Cap Price, then a number of shares equal to 2,000,000 multiplied by a fraction, the numerator of which is the sum of the Floor Price and the difference between the Final Price and the Cap Price, and the denominator of which is the Final Price.

(5) The Contract had a Floor Price equal to $16.6385/share and a Cap Price equal to $19.9662 /share, each based on an average market price of the Company's Class A Common Stock of $16.6385/share over a four trading day period ending on November 19, 2004.

(6) On the expiration date the Final Price was $14.56 (based on the closing price for the Company's Class A Common stock on August 22, 2006) which was less than the Floor Price, resulting in the Partnership delivering all 2,000,000 shares of the Company's Class A Common Stock to the Buyer.

(7) Represents shares purchased from 07-01-06 through 07-31-06 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.
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