

TYSON DONALD J
Form 4/A
May 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

(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 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) Code V Amount 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, |

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

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|---|---|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |

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.

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