

TYSON JOHN H
Form 4
October 12, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 JOHN H

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)

3. Date of Earliest Transaction
(Month/Day/Year)
10/10/2006

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

Chairman of the Board

2210 W. OAKLAWN

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SPRINGDALE, AR 72762

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock | 09/30/2006 | | J | V | 17,741 (1) | A | \$ 0 2,418,712 D |
| Class A Common Stock | 09/30/2006 | | J | V | 165 (2) | A | \$ 0 2,418,877 D |
| Class A Common Stock | 10/10/2006 | | F | | 40,045 (3) | D | \$ 15.03 2,378,832 D |
| Class A Common | 09/30/2006 | | J | V | 9,049 (4) | A | \$ 0 103,561 I By ESPP |

Stock

| | | | | |
|----------------------------|--|-------|---|----------------|
| Class A Common Stock | | 1,000 | I | By Daughter |
|----------------------------|--|-------|---|----------------|

| | | | | |
|----------------------------|--|-------|---|--------|
| Class A Common Stock | | 1,000 | I | By Son |
|----------------------------|--|-------|---|--------|

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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | 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 JOHN H 2210 W. OAKLAWN SPRINGDALE, AR 72762 | X | | Chairman of the Board | |

Signatures

/s/ Tyson, John
H. 10/12/2006

**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) Represents 17,741 shares of restricted Class A Common Stock received by the reporting person pursuant to a dividend reinvestment feature under the Issuer's 2000 Stock Incentive Plan. Such acquisition is exempt from Section 16 reporting requirements pursuant to Rule 16a-11.

(2) Represents 165 shares of Class A Common Stock received by the reporting person pursuant to the Issuer's dividend reinvestment plan feature maintained by the transfer agent. Such acquisition is exempt from Section 16 reporting requirements pursuant to Rule 16a-11.

(3) On October 10, 2006, 105,921.1094 shares of restricted Class A Common Stock vested. The award of these restricted shares to the Reporting Person has previously been reported. Pursuant to an election previously made by the Reporting Person, 40,045.1094 shares were sold by the Reporting Person to the Issuer to satisfy tax withholding obligations related to the vesting.

(4) Represents 9,049 shares purchased of Class A Common Stock from 11-01-05 thru 9-30-06 for the reporting person's account under the Issuer's Employee Stock Purchase Plan. Such acquisitions are exempt from Section 16 reporting requirements pursuant to Rule 16a-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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