

TYSON FOODS INC
Form 4
August 25, 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 LIMITED PARTNERSHIP

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)
2210 W. OAKLAWN

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2006

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

SPRINGDALE, AR 72762

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|---|-------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 08/18/2006 | | G | V | 288,700 | D | \$ 0 | 2,000,000 | D | |
| Class A Common Stock | 08/22/2006 | | J ⁽¹⁾ | | 1,000,000 | A | \$ 0 | 1,000,000 | I | By TLP Investment, L.P. |
| Class A Common Stock | 08/22/2006 | | J ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾ | | 1,000,000 | D | ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾ | 0 | I | By TLP Investment, L.P. |
| Class A Common Stock | 08/22/2006 | | J ⁽¹⁾ | | 1,000,000 | A | \$ 0 | 1,000,000 | I | By TLPCRT, L.P. |

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Class A
 Common Stock 08/22/2006 J(2)(3)(4)(5) 1,000,000 D (3) (4) (5) 0 I By TLPCRT, L.P.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Contract to Sell | (3) (4) (5) | 08/22/2006 | 08/22/2006 | J(2)(3)(4) | 1 | 08/22/2006 08/22/2006 | Class B Common Stock (1) (2) 1,000,000 | | |
| Contract to Sell | (3) (4) (5) | 08/22/2006 | 08/22/2006 | J(2)(3)(4) | 1 | 08/22/2006 08/22/2006 | Class B Common Stock (1) (2) 1,000,000 | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TYSON LIMITED PARTNERSHIP 2210 W. OAKLAWN SPRINGDALE, AR 72762 | | | X | |

Signatures

By: /s/Harry C. Erwin, III, General Partner, on behalf of Tyson Limited Partnership 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) In connection with the settlement of the Contracts (as defined below), each of TLPCRT, L.P and TLP Investment, L.P. (collectively the "Counterparties") (the Counterparties are limited partnerships for which the reporting person directly or indirectly holds all of the outstanding beneficial interest) 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.

(2) On November 19, 2004, each of the Counterparties entered into a pre-paid variable equity forward contract (collectively 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.

(3) 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; or (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.

(4) 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.

(5) 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 reporting person delivering all 2,000,000 shares of the Company's Class A Common Stock to the Buyer.

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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