

TYSON FOODS INC
Form 4
November 21, 2006

FORM 4

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

OMB APPROVAL

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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 *
BOND RICHARD L

(Last) (First) (Middle)
2210 W. OAKLAWN
(Street)

SPRINGDALE, AR 72762

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TYSON FOODS INC [(TSN)]

3. Date of Earliest Transaction
(Month/Day/Year)
11/17/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & C.E.O.

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 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | 09/30/2006 | | J ⁽¹⁾ | V | 9,191 | A | \$ 0 1,022,182 D |
| Class A Common Stock | 10/31/2006 | | J ⁽²⁾ | V | 857 | A | \$ 0 22,203 I By ESPP |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|----------|
| Non-Qual. Performance-Based Options (right to buy) | \$ 15.37 | 11/17/2006 | | A | 500,000 | 12/31/2009 ⁽³⁾ 11/17/2016 ⁽³⁾ | Co S |
| Non-Qualified Stock Option(right to buy) | \$ 15.37 | 11/17/2006 | | A | 500,000 | 11/17/2008 ⁽⁴⁾ 11/17/2016 ⁽⁴⁾ | Co S |
| Phantom Stock ⁽⁵⁾ | \$ 0 | 09/30/2006 | | J | V 9,530 | ⁽⁵⁾ ⁽⁵⁾ | Co S |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BOND RICHARD L 2210 W. OAKLAWN SPRINGDALE, AR 72762 | X | | President & C.E.O. | |

Signatures

/s/ Bond,
Richard L. 11/21/2006

^{**}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 9,191 restricted shares of Class A Common Stock received by the reporting person pursuant to a dividend reinvestment feature under the Company's Stock Plans. Such acquisition is exempt from Section 16 reporting requirements pursuant to Rule 16a-11.
- (2) Represents 857 shares of Class A Common Stock purchased from 9-1-06 to 10-31-06 for the reporting person's account under the Company's Employee Stock Purchase Plan. Such acquisitions are exempt from Section 16 reporting requirements pursuant to Rule 16a-3.
- (3) All 500,000 stock options will vest on December 31, 2009, so long as earnings per share ("EPS"), based on the operating earnings of the Company for the 2009 fiscal year, are at least \$1.34. If the \$1.34 EPS threshold is not met, the options will expire without vesting.
- (4) The Stock Options vest at 40% on 11-17-08 and 20% each year thereafter for the following three years.

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When the Company acquired IBP, inc. in September of 2001, and Mr. Bond became an officer of the Company, Mr. Bond's initial Form 3 incorrectly reported 110,750 shares of phantom stock (IBP phantom stock converted into Company phantom stock) that was deferred into the IBP Retirement Income Plan ("RIP") as shares of Company restricted stock. This Form 4 corrects the error by reporting such shares in (5) the total amount of phantom stock beneficially owned by Mr. Bond (Item 9, Table II) (previously reported as 50,000 shares), and has decreased the total amount of restricted shares beneficially owned by Mr. Bond (Item 5, Table I) . In addition, Mr. Bond has received 9,530 shares of phantom stock pursuant to a dividend reinvestment feature under the RIP, which acquisition is exempt from Section 16 reporting requirements pursuant to Section 16a-11.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.