

TYSON FOODS INC
Form 4
February 14, 2008

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

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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)
02/12/2008

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 | 12/15/2007 | | J ⁽¹⁾ | V | 1,050 | A | \$ 0 552,416 D |
| Class A Common Stock | 01/31/2008 | | J ⁽²⁾ | V | 2,857 | A | \$ 0 32,463 I By ESPP |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Underlying (Instr. 3 and 4) | | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|------------------------------------------|------------------|-----------------|----------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Units | (3) | 12/15/2007 | | J(4) | V | 2,379.8859 | | (3) | (3) | Class A Common Stock |
| Restricted Stock Units | (3) | 02/12/2008 | | F(5) | | 18,292.5947 | | (3) | (3) | Class A Common Stock |

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

By: Nathan A. Hodne, by Power of Attorney for

02/14/2008

__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 1,050 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 through December 15, 2007. Such acquisition is exempt from Section 16 reporting requirements pursuant to Rule 16a-11.

(2) Represents 2,857 shares of the Issuer's Class A Common Stock purchased from November 1, 2007 to January 31, 2008 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.

(3) The restricted stock units vested on February 12, 2008, and will be paid to the Reporting Person on the date specified in the award.

(4) Represents 2,379.8859 restricted stock units received by the reporting person pursuant to a dividend reinvestment feature under the Issuer's 2000 Stock Incentive Plan through December 15, 2007. Such acquisition is exempt from Section 16 reporting requirements pursuant to Rule 16a-11.

(5) On February 12, 2008, 857,859.6679 restricted stock units vested; however, receipt has been previously deferred. The award of these restricted stock units to the Reporting Person has previously been reported. Pursuant to the terms the Reporting Person's Restricted Stock Unit award, the Company reduced the award by 18,292.5947 restricted stock units to satisfy FICA tax obligations related to the vesting. The FICA tax obligation, and the calculation to determine the number of restricted stock units to reduce from the award, were based on the closing price of the Issuer's Class A Common Stock on the vesting date (\$13.62).

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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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