

TYSON FOODS INC
Form 4
May 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)
05/23/2006

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

SPRINGDALE, AR 72762

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

(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	(D)	Price			
Class B Common Stock	04/26/2006		J ⁽¹⁾	V	5,000,000	D	\$ 0	86,848,560	D	
Class B Common Stock	04/26/2006		J ⁽¹⁾	V	5,000,000	A	\$ 0	11,000,000	I	By TLP Investment, L.P.
Class B Common Stock	05/23/2006		J ⁽²⁾	V	50,000	D	\$ 0	10,950,000	I	By TLP Investment, L.P.
Class A Common Stock	05/23/2006		J ⁽²⁾	V	50,000	A	\$ 0	50,000	I	By TLP Investment, L.P.

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Class A Common Stock	05/23/2006	S	50,000	D	\$ 16.7095	0	I	By TLP Investment, L.P.
Class B Common Stock	05/24/2006	J ⁽³⁾	V 550,000	D	\$ 0	10,400,000	I	By TLP Investment, L.P.
Class A Common Stock	05/24/2006	J ⁽³⁾	V 550,000	A	\$ 0	550,000	I	By TLP Investment, L.P.
Class A Common Stock	05/24/2006	S	550,000	D	\$ 16.1594	0	I	By TLP Investment, L.P.
Class B Common Stock	05/25/2006	J ⁽⁴⁾	V 1,205,330	D	\$ 0	9,194,670	I	By TLP Investment, L.P.
Class A Common Stock	05/25/2006	J ⁽⁴⁾	V 1,205,330	A	\$ 0	1,205,330	I	By TLP Investment, L.P.
Class A Common Stock	05/25/2006	S	1,205,330	D	\$ 16.3331	0	I	By TLP Investment, L.P.
Class B Common Stock						3,000,000	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.

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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 Benef Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of

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

05/25/2006

__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).
- Since the reporting person's last report, 5,000,000 shares of Class B Common Stock previously held directly by the reporting person have been contributed to TLP Investment, L.P., a limited partnership for which the reporting person directly or indirectly holds all of the outstanding beneficial interests. The reporting person also retains sole dispositive power and voting rights with respect to the shares held by TLP Investment, L.P.
- (1) On May 23, 2006, the reporting person converted 50,000 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.
 - (2) On May 24, 2006, the reporting person converted 550,000 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.
 - (3) On May 25, 2006, the reporting person converted 1,205,330 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.

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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