Leonard Bernard Form 4 October 01, 2008

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person * Leonard Bernard

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

TYSON FOODS INC [(TSN)]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director

10% Owner Other (specify

2210 WEST OAKLAWN DRIVE

(Street)

09/29/2008

_X__ Officer (give title below)

Group VP of Food Service

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

SPRINGDALE, AR 72762

(City)	(State) (Zip) Table	e I - No	n-D	erivative S	Securi	ities Ac	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.		4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A			Code	V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	09/30/2008		<u>J(1)</u>	V	631	A	\$0	57,430	D	
Class A Common Stock	09/30/2008		J(2)	V	182	A	\$ 0	1,508	I	By Employee Stock Purchase Plan
Class A Common Stock								52,734	I	By Trust

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

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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. 5. Number of TransactionDerivative Securities Code Acquired (A) or (Instr. 8) Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amo Nun Shai
Performance Shares	(3)	09/29/2008		A	29,550.8274	(3)	(3)	Class A Common Stock	29,

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Leonard Bernard 2210 WEST OAKLAWN DRIVE SPRINGDALE, AR 72762

Group VP of Food Service

Signatures

By: R. Read Hudson, by power of attorney for

10/01/2008

**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).
- Represents 631 shares of the Issuer's restricted Class A Common Stock acquired by the reporting person pursuant to a dividend
 (1) reinvestment feature under the Issuer's 2000 Stock Incentive Plan since the last statement of changes in Beneficial Ownership was filed by the reporting person. Such acquisition is exempt from Section 16 reporting requirements pursuant to Rule 16a-11.
- Represents 182 shares of the Issuer's Class A Common Stock purchased for the reporting person's account under the Issuer's Employee (2) Stock Purchase Plan since the last statement of changes in Beneficial Ownership was filed by the reporting person. Such acquisitions are exempt from Section 16 reporting requirements pursuant to Rule 16b-3.
- The award will vest or expire two business days following the Issuer's 2011 fiscal year based upon a comparison of the market price of the Issuer's Class A Common Stock to a peer group of publicly traded companies. The number of performance shares that can vest under the awards range from 50% to 150% of a target level, and the number of derivative securities reported herein is at the maximum vesting level of 150%.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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