

TYSON FOODS INC
Form 4
November 19, 2008

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)

2200 DON TYSON PARKWAY

(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)
11/14/2008

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Class A Common Stock | 09/30/2008 | | J ⁽¹⁾ | V 3,153 A \$ 0 | 555,569 | D | |
| Class A Common Stock | 10/31/2008 | | J ⁽²⁾ | V 6,059 A \$ 0 | 7,882 | I | By Employee Stock Purchase Plan |

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 Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|-----------------|----------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 4.9 | 11/14/2008 | | A | | 500,000 | | 11/14/2010 ⁽³⁾ | 11/14/2018 | Class A Common Stock |
| Restricted Stock Units | <u>(4)</u> | 09/30/2008 | | J ⁽⁵⁾ | V | 6,996 | | <u>(4)</u> | <u>(4)</u> | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BOND RICHARD L 2200 DON TYSON PARKWAY SPRINGDALE, AR 72762 | X | | President & C.E.O. | |

Signatures

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

11/19/2008

__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 3,153 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 September 30, 2008. Such acquisition is exempt from Section 16 reporting requirements pursuant to Rule 16a-11.
- (2) Represents 6,059 shares of the Issuer's Class A Common Stock purchased for the reporting person's account under the Issuer's Employee 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.
- (3) The Stock Options vest at 40% on 11-14-2010 and 20% each year thereafter for the following three years.
- (4) The restricted stock units vested on February 12, 2008, and will be paid to the Reporting Person on the date specified in the award.

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Represents 6,996 restricted stock units received by the reporting person pursuant to a dividend reinvestment feature under the Issuer's
(5) 2000 Stock Incentive Plan through September 30, 2008. Such acquisition is exempt from Section 16 reporting requirements pursuant to Rule 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.
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