

Lochner James V
Form 3/A
November 30, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Lochner James V | | (Month/Day/Year) | TYSON FOODS INC [(TSN)] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | (Check all applicable) | 10/12/2005 |
| 2210 W. OAKLAWN | | | ___ Director | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | __X__ Officer | __X__ Form filed by One Reporting Person |
| SPRINGDALE,Â ARÂ 72762 | | | (give title below) | ___ Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | Sr Grp VP Mar OP,Purch & Logis | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class A Common Stock | 90,046 ⁽¹⁾ | D | Â |
| Class A Common Stock | 14,668 ⁽²⁾ | I | By ESPP |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|--------------------------------|------------------|----------------------|----------------------------|-------------------|---------------------------------------|---|
| Non-Qualified Stock Option (right to buy) | 09/19/2005 ⁽¹¹⁾⁽¹²⁾ | 09/19/2013 | Class A Common Stock | 15,000 | \$ 13.33 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â ⁽³⁾ | 09/29/2014 | Class A Common Stock | 40,000 | \$ 15.96 | D | Â |
| Performance Shares | Â ⁽⁴⁾⁽⁵⁾ | Â ⁽⁴⁾ | Class A Common Stock | 24,930 ⁽⁶⁾ | \$ ⁽⁶⁾ | D | Â |
| Performance Shares | Â ⁽⁷⁾ | Â ⁽⁷⁾ | Class A Common Stock | 22,796 ⁽⁶⁾ | \$ ⁽⁶⁾ | D | Â |
| Incentive Stock Option (right to buy) | Â ⁽⁸⁾ | 12/21/2005 | Class A Common Stock | 16,488 | \$ 10.65 | D | Â |
| Incentive Stock Option (right to buy) | Â ⁽⁸⁾ | 09/30/2006 | Class A Common Stock | 5,715 | \$ 9.97 | D | Â |
| Incentive Stock Option (right to buy) | Â ⁽⁸⁾ | 08/18/2007 | Class A Common Stock | 1,957 | \$ 9.6 | D | Â |
| Incentive Stock Option (right to buy) | Â ⁽⁸⁾ | 12/23/2007 | Class A Common Stock | 6,552 | \$ 8.68 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â ⁽⁸⁾ | 12/23/2007 | Class A Common Stock | 10,020 | \$ 8.68 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â ⁽⁸⁾ | 08/30/2008 | Class A Common Stock | 16,572 | \$ 6.95 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â ⁽⁸⁾ | 01/31/2010 | Class A Common Stock | 20,000 | \$ 6.19 | D | Â |
| Non Qualified Stock Option (right to buy) | Â ⁽⁸⁾ | 07/01/2011 | Class A Common Stock | 7,992 | \$ 10.6 | D | Â |
| Non-Qualified Stock Option (right to buy) | 10/15/2003 ⁽⁹⁾ | 10/15/2011 | Class A Common Stock | 15,000 | \$ 9.32 | D | Â |
| Non Qualified Stock | 10/10/2004 ⁽¹⁰⁾ | 10/10/2012 | Class A | 15,000 | \$ 9.64 | D | Â |

Option (right to buy)

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lochner James V 2210 W. OAKLAWN SPRINGDALE, AR 72762 | Â | Â | Â Sr Grp VP Mar OP,Purch & Logis | Â |

Signatures

/s/ Lochner,
James

11/30/2005

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Mr. Lochner directly owns 21,530 shares of common stock and 68,516 shares of restricted common stock.
- (2) The number of shares in the shareholder Employee Stock Purchase Plan was overstated in the original Form 3 due to a clerical error.
- (3) The Stock Option vests at 40% on 09-29-06 and 20% each year thereafter for the following three years.
The award vests two business days following the Company's public announcement of its earnings for the 2008 fiscal year. One half of the award is based upon a comparison of the market price of Tyson's Class A Common Stock to a peer group of publicly traded companies and the other half by the achievement of the Company of certain return on invested capital measures.
- (5) The awards were effective October 3, 2005, the date the Company priced and determined to offer the filer their new employment contract and the awards. The award agreements were delivered to the filer on October 7, 2005, the date the filer signed their new employment agreement with the Company.
- (6) Each Performance Share that vests entitles holder to 1 share of Class A Common Stock. The number expressed above is the maximum number of shares that can vest under the grant.
The award vests two business days following the Company's public announcement of its earnings for the 2007 fiscal year. One half of the award is based upon a comparison of the market price of Tyson's Class A Common Stock to a peer group of publicly traded companies and the other half by the achievement of the Company of certain return on invested capital measures.
- (8) Pursuant to the Agreement and Plan of Merger dated January 1, 2001 by and among Issuer, Lasso Acquisition Corporation ("Lasso"), a wholly owned subsidiary of Issuer, and IBP, inc. ("IBP"), all options granted by IBP and outstanding on September 28, 2001 (the date IBP merged with Lasso) converted into options to buy Issuer Class A common stock at a predetermined exchange rate. All options granted prior to the closing of the tender offer for IBP, inc vested on 7-23-01.
- (9) The stock options vest at 40% on 10-15-03 and 20% each year thereafter for 3 years.
- (10) The Stock Options vest at 40% on 10-10-04 and 20% each year thereafter for 3 years.
- (11) This Stock Options vest at 40% on 9-19-05 and 20% each year thereafter for three (3) years.
- (12) Because of a clerical error, this date was previously reported incorrectly.

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.