

TYSON FOODS INC
Form 4
December 21, 2007

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

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 *
TOLLETT LELAND E

(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)
12/08/2003

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 12/08/2003 | | G ⁽¹⁾ | | 14,570 | D | \$ 0 |
| Class A Common Stock | 03/19/2007 | | J ⁽²⁾⁽³⁾ | | 53,591 | A | \$ 18.1 |
| Class A Common Stock | 03/19/2007 | | J ⁽²⁾⁽³⁾ | | 946,409 | D | \$ 18.1 |
| Class A Common Stock | | | | | | | 14,786 |
| | | | | | | I | By ESPP <u>(4)</u> |

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| | | | |
|----------------------------|---------|---|---------------------|
| Class A Common Stock | 120,567 | I | By Spouse |
| Class A Common Stock | 108,000 | I | By Tollett Farms |

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.

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. 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) | | |
|---|--|---|---|---|---|--|---|----------------------------|----------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Contract to Sell | (2) (3) | 03/19/2007 | | J(2)(3) | 1 | 03/19/2007 | 03/19/2007 | Class A Common Stock | 1,000,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TOLLETT LELAND E 2210 W. OAKLAWN SPRINGDALE, AR 72762 | | X | | |

Signatures

By: R. Read Hudson, by power of attorney for 12/21/2007

**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) Shares given in six separate gifts of 1,457 shares each and two separate gifts of 2,914 shares each.

On March 19, 2004, Mr. Tollett entered into a pre-paid variable equity forward contract with an unaffiliated third party buyer. Under the terms of the contract, Mr. Tollett agreed to deliver a number of shares of Tyson Class A Common Stock on the expiration date of the contract as follows: (i) if the Final Price is less than the Floor Price of \$17.13/share, then 1,000,000 shares; (ii) if the Final Price is less than or equal to the Cap Price of \$23.98/share, but greater than or equal to the Floor Price, then a number of shares equal to 1,000,000 times the Floor Price divided by the Final Price; or (iii) if the Final Price is greater than the Cap Price, then a number of shares equal to 1,000,000 multiplied by a fraction, the numerator of which is the sum of the Floor Price and the difference between the Final Price and the Cap Price, and the denominator of which is the Final Price. Mr. Tollett also had the option to direct that the contract be settled in cash.

The prepaid variable equity forward contract referred to in footnote (2) expired on March 19, 2007 in accordance with its terms without further direction from Mr. Tollett. On the expiration date, the Final Price was \$18.10 (based on the closing price for Tyson's Class A Common Stock on March 19, 2007) which was greater than the Floor Price but less than the Cap Price, resulting in Mr. Tollett delivering 946,409 shares to the buyer and retaining the remaining 53,591 shares of the original 1,000,000 shares of Tyson Class A Common Stock subject to the contract.

(3) Represents 656 shares of the Issuer's Class A Common Stock purchased from October 1, 2007 to October 31, 2007 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.

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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