

TYSON FOODS INC
Form 3
January 14, 2008

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 Smith Donald | | | (Month/Day/Year) | | TYSON FOODS INC [(TSN)] | |
| (Last) | (First) | (Middle) | 01/04/2008 | | 4. Relationship of Reporting Person(s) to Issuer | |
| 2210 W. OAKLAWN | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (Street) | | | | | (Check all applicable) | |
| SPRINGDALE,Â ARÂ 72762 | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Group VP, Consumer Products | |
| | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

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 | 53,955 | D | Â |
| Class A Common Stock | 452 | I | By Custodian For Child |
| Class A Common Stock | 452 | I | By Custodian For Child |
| Class A Common Stock | 30,728 | I | By ESPP |
| Class A Common Stock | 4,527 | I | By Spouse Trust |

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)

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| 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 Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|-------------------|--|----------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Non-Qualified Stock Option (right to buy) | 10/10/2004 ⁽¹⁾ | 10/10/2012 | Class A Common Stock | 1,392 | \$ 9.64 | D | Â |
| Non-Qualified Stock Option (right to buy) | 09/19/2005 ⁽²⁾ | 09/19/2013 | Class A Common Stock | 2,784 | \$ 13.33 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â ⁽³⁾ | 09/29/2014 | Class A Common Stock | 6,000 | \$ 15.96 | D | Â |
| Non-Qualified Stock Option (right to buy) | 11/16/2007 ⁽⁴⁾ | 11/16/2015 | Class A Common Stock | 10,000 | \$ 16.35 | D | Â |
| Non-Qualified Stock Option (right to buy) | 11/16/2009 ⁽⁵⁾ | 11/16/2017 | Class A Common Stock | 40,000 | \$ 15.06 ⁽⁵⁾ | D | Â |
| Non-Qualified Stock Option(right to buy) | 11/17/2008 ⁽⁶⁾ | 11/17/2016 | Class A Common Stock | 20,000 | \$ 15.37 ⁽⁶⁾ | D | Â |
| Performance Shares | Â ⁽⁷⁾ | Â ⁽⁷⁾ | Class A Common Stock | 9,445.8438 | \$ ⁽⁸⁾ | D | Â |
| Performance Shares | Â ⁽⁹⁾ | Â ⁽⁹⁾ | Class A Common Stock | 8,310.2493 | \$ ⁽⁸⁾ | D | Â |
| Performance Shares | Â ⁽¹⁰⁾ | Â ⁽¹⁰⁾ | Class A Common Stock | 21,008.4034 | \$ ⁽⁸⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Smith Donald 2210 W. OAKLAWN SPRINGDALE,Â ARÂ 72762 | Â | Â | Â Group VP, Consumer Products | Â |

Signatures

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

01/14/2008

__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) The Stock Options vested at 40% on 10-10-04 and 20% each year thereafter for the following three years.
- (2) This Stock Options vest at 40% on 9-19-05 and 20% each year thereafter for the following three years.
- (3) The Stock Options vest at 40% on 09-29-06 and 20% each year thereafter for the following three years.
- (4) The Stock Options vest at 40% on 11-16-07 and 20% each year thereafter for the following three years.
- (5) The Stock Options vest at 40% on 11-16-09 and 20% each year thereafter for the following three years.
- (6) The Stock Options vest at 40% on 11-17-08 and 20% each year thereafter for the following three years.

The award will vest or expire two business days following the Issuer's public announcement of its earnings for the 2009 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 and the achievement by the Issuer of certain goals related to return on invested capital. 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%.

- (8) Each Performance Share that vests entitles the reporting person to 1 share of Class A Common Stock. The number is the maximum number of shares that can vest under the grant.

The award will vest or expire two business days following the Issuer's public announcement of its earnings for the 2008 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 and the achievement by the Issuer of certain goals related to return on invested capital. 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%.

- (10) The award will vest or expire two business days following the Issuer's 2010 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.

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