

TYSON FOODS INC
Form 4
February 23, 2007

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 *
TYSON LIMITED PARTNERSHIP

2. Issuer Name and Ticker or Trading Symbol
TYSON FOODS INC [(TSN)]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2210 W. OAKLAWN

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2007

____ Director 10% Owner
____ Officer (give title below) Other (specify below)

SPRINGDALE, AR 72762

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 | | |
| Class A Common Stock | 02/21/2007 | | J ⁽¹⁾ | | 261,815 | A | \$ 0 |
| | | | | | 261,815 | D | |
| Class A Common Stock | 02/21/2007 | | S | | 261,815 | D | \$ 18.95 |
| | | | | | 0 | D | |
| Class A Common Stock | 02/22/2007 | | J ⁽²⁾ | | 128,659 | A | \$ 0 |
| | | | | | 128,659 | D | |
| Class A Common Stock | 02/22/2007 | | S | | 128,659 | D | \$ 18.76 |
| | | | | | 0 | D | |

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| | | | | | | | |
|----------------------------|------------|------------------|---------|---|------|------------|---|
| Class B Common Stock | 02/21/2007 | J ⁽¹⁾ | 261,815 | D | \$ 0 | 76,598,017 | D |
| Class B Common Stock | 02/22/2007 | J ⁽²⁾ | 128,659 | D | \$ 0 | 76,469,358 | D |

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.

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TYSON LIMITED PARTNERSHIP 2210 W. OAKLAWN SPRINGDALE, AR 72762 | | X | | |

Signatures

By: /s/Harry C. Erwin, III, General Partner, on behalf of Tyson Limited Partnership 02/23/2007

**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).

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- (1) On February 21, 2007, the reporting person converted 261,815 shares of Class B Common Stock into shares of Class A Common Stock on a one-for-one basis for no cost; accordingly, there was no applicable purchase or sale.
- (2) On February 22, 2007, the reporting person converted 128,659 shares of Class B Common Stock into shares of Class A Common Stock on a one-for-one basis for no cost; accordingly, there was no applicable purchase or sale.

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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