

TYSON FOODS INC

Form 4

December 21, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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 Ownership Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	12/08/2003		G ⁽¹⁾	14,570 D \$ 0	2,793,127	D	
Class A Common Stock	03/19/2007		J ⁽²⁾⁽³⁾	53,591 A \$ 18.1	2,846,718	D	
Class A Common Stock	03/19/2007		J ⁽²⁾⁽³⁾	946,409 D \$ 18.1	1,900,309	D	
Class A Common Stock					14,786	I	By ESPP (4)

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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.

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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)
				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

- (2) 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

- (3) 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.

Represents 656 shares of the Issuer's Class A Common Stock purchased from October 1, 2007 to October 31, 2007 for the reporting

- (4) 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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