

Leonard Bernard
Form 4
October 01, 2008

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Leonard Bernard

(Last) (First) (Middle)

2210 WEST OAKLAWN DRIVE

(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)

09/29/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Group VP of Food Service

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Class A Common Stock	09/30/2008		J ⁽¹⁾	V 631 A \$ 0	57,430	D	
Class A Common Stock	09/30/2008		J ⁽²⁾	V 182 A \$ 0	1,508	I	By Employee Stock Purchase Plan
Class A Common Stock					52,734	I	By Trust

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

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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 Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount Number of Shares
Performance Shares	(3)	09/29/2008		A	29,550.8274	(3) (3)	Class A Common Stock 29,550.8274

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Leonard Bernard 2210 WEST OAKLAWN DRIVE SPRINGDALE, AR 72762	Group VP of Food Service

Signatures

By: R. Read Hudson, by power of attorney for 10/01/2008

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).

Represents 631 shares of the Issuer's restricted Class A Common Stock acquired by the reporting person pursuant to a dividend reinvestment feature under the Issuer's 2000 Stock Incentive Plan since the last statement of changes in Beneficial Ownership was filed by the reporting person. Such acquisition is exempt from Section 16 reporting requirements pursuant to Rule 16a-11.

Represents 182 shares of the Issuer's Class A Common Stock purchased for the reporting person's account under the Issuer's Employee Stock Purchase Plan since the last statement of changes in Beneficial Ownership was filed by the reporting person. Such acquisitions are exempt from Section 16 reporting requirements pursuant to Rule 16b-3.

The award will vest or expire two business days following the Issuer's 2011 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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