

**TYSON FOODS INC**  
Reported by  
**TYSON LIMITED PARTNERSHIP**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 02/21/06 for the Period Ending 02/17/06

Address	2200 DON TYSON PARKWAY SPRINGDALE, AR 72762-6999
Telephone	479-290-4000
CIK	0000100493
Symbol	TSN
SIC Code	2015 - Poultry Slaughtering and Processing
Industry	Food Processing
Sector	Consumer/Non-Cyclical
Fiscal Year	09/30

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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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(f) of the  
Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name <b>and</b> Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>TYSON LIMITED PARTNERSHIP</b>			<b>TYSON FOODS INC [ (TSN) ]</b>		<input type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>2210 W. OAKLAWN</b>			<b>2/17/2006</b>			
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>SPRINGDALE, AR 72762</b>					<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City)	(State)	(Zip)				

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/17/2006		J (1)		2000000	A	\$0	2000000	I	By TLP Investment, L.P.
Class A Common Stock	2/17/2006		J (2) (3) (4) (5)		2000000	D	(3) (4) (5)	0	I	By TLP Investment, L.P.

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Contract to Sell	(3) (4) (5)	2/17/2006	2/17/2006	J (2) (3) (4)		1		2/17/2006 (6)	2/17/2006 (6)	Class B Common Stock (1) (2)	2000000	(3) (4) (5)	4	I	By TLP Investment, L.P.

**Explanation of Responses:**

- In connection with the settlement of the Contract (as defined below), the reporting person converted the 2,000,000 Class B Common Stock subject to the Contract to Class A Common Stock (on a one for one basis) in order to settle the Contract in Class A Common Stock pursuant to the terms of the Contract.
- On February 25, 2004, TLP Investment, L.P. (the "Counterparty") (the Counterparty is a limited partnership for which the reporting person directly or indirectly holds all of the outstanding beneficial interest) entered into a pre-paid variable equity forward contract (the "Contract") with an unaffiliated third party buyer (the "Buyer") pursuant to which the Counterparty received a cash payment of \$27,204,800. In exchange for the cash payment, the reporting person pledged 2,000,000 shares of Class B Common Stock of Tyson Foods, Inc. (the "Company") and agreed to settle the Contract with either a payment of cash or the delivery of up to 2,000,000 shares of the Company's Class A Common Stock (or Class B Common Stock immediately convertible into Class A Common Stock). The

Counterparty chose to settle the Contract through the delivery of shares.

- (3) Under the terms of the Contract, the Counterparty agreed to deliver a number of shares of Class A Common Stock (or Class B Common Stock immediately convertible into Class A Common Stock) on the expiration date of the Contract as follows: (i) if the Final Price is less than the Floor Price, then 2,000,000 shares; (ii) if the Final Price is less than or equal to the Cap Price, but greater than or equal to the Floor Price, then a number of shares equal to 2,000,000 times the Floor Price divided by the Final Price; (iii) if the Final Price is greater than the Cap Price, then a number of shares equal to 2,000,000 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.
- (4) The Contract had a Floor Price equal to \$15.4544/share and a Cap Price equal to \$18.55/share, each based on an average market price of the Company's Class A Common Stock of \$15.4544/share over a four trading day period ending on February 25, 2004.
- (5) On the expiration date the Final Price was \$14.67 (based on the average closing price for the Company's Class A Common stock over a five day period ending on February 17, 2006) which was less than the Floor Price, resulting in the reporting person delivering all 2,000,000 shares of the Company's Class A Common Stock to the Buyer.
- (6) The Form 4 filed for the reporting person on February 27, 2004 incorrectly reported the expiration date of the Contract as January 23, 2006. The expiration date of the Contract was February 17, 2006.

**Reporting Owners**

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

**Signatures**

**By: Harry C. Erwin, III, General Partner, on behalf of Tyson Limited Partnership**

**2/21/2006**

\*\* Signature of Reporting Person

Date

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

\* 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).

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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