

TYSON FOODS INC

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 03/06/97

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

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM S-8
REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933

TYSON FOODS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

71-0225165
(I.R.S. Employer
Identification No.)

2210 West Oaklawn Drive Springdale, Arkansas 72762-6999

(Address of principal executive offices)

TYSON FOODS, INC. NON-STATUTORY STOCK OPTION PLAN
(Full title of the Plan)

WAYNE BRITT
Tyson Foods, Inc.
2210 West Oaklawn Drive
Springdale, Arkansas 72762-6999
(Name and address of agent for service)

(501) 290-4000

(Telephone number, including Area Code, of Agent for Service) Copies of Communications to:

ARMIN G. BRECHER, Esq.
Powell, Goldstein, Frazer & Murphy
Sixteenth Floor
191 Peachtree Street, N.E.
Atlanta, Georgia 30303
(404) 572-6600

Title of each class of securities to be registered	CALCULATION OF REGISTRATION FEE			
	Amount to be registered	Proposed maximum offering price per share(1)	Proposed maximum aggregate offering price(1)	Amount of registration fee(1)
Class A Common Stock, \$0.10 par value	6,000,000 shares	\$20.375	\$122,250,000	\$37,046

(1) Pursuant to Rule 457(c), the proposed offering price and registration fee are based upon the average of the high and low prices of the Class A Common Stock on March 3, 1997 as reported by the Nasdaq Stock Market's National Market on March 3, 1997.

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

This Registration Statement is being filed to register an additional 6,000,000 shares of Class A Common Stock for issuance under the Tyson Foods, Inc. Non-Statutory Stock Option Plan. The contents of the Registrant's Registration Statement on Form S-8 (Regis. No. 33-54716) are therefore incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Springdale, State of Arkansas, on March 5, 1997.

TYSON FOODS, INC.

By: /s/ Wayne Britt

Wayne Britt
Executive Vice President
and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* ----- Don Tyson	Senior Chairman of the Board of Directors	March 5, 1997
* ----- Leland E. Tollett	Chairman of the Board of Directors and Chief Executive Officer	March 5, 1997
* ----- Donald E. Wray	President, Chief Operating Officer and Director	March 5, 1997
* ----- John H. Tyson	Vice Chairman of the Board of Directors	March 5, 1997
* ----- Shelby D. Massey	Director	March 5, 1997
* ----- Joe F. Starr	Director	March 5, 1997
* ----- Neely Cassady	Director	March 5, 1997

* ----- Fred S. Vorsanger	Director	March 5, 1997
* ----- Barbara Tyson	Director	March 5, 1997
* ----- Lloyd V. Hackley	Director	March 5, 1997
* ----- Gerald Johnston	Director	March 5, 1997
/s/ Wayne Britt ----- Wayne Britt	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	March 5, 1997
/s/ James G. Ennis ----- James G. Ennis	Vice President and Controller (Chief Accounting Officer)	March 5, 1997

* By Wayne Britt, Attorney-in-Fact

EXHIBIT INDEX

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EXHIBIT 5

March 5, 1997

Tyson Foods, Inc.
2210 West Oaklawn Drive
Springdale, Arkansas 72762-6999

Re: Registration Statement on Form S-8 Tyson Foods, Inc.
Non-Statutory Stock Option Plan

Ladies and Gentlemen:

We have served as counsel for Tyson Foods, Inc., a Delaware corporation (the "Company"), in connection with the registration under the Securities Act of 1933, as amended, pursuant to a Registration Statement on Form S-8 (the "Registration Statement"), of an aggregate of 6,000,000 shares (the "Shares") of Class A common stock, \$.10 par value, of the Company, to be issued and sold by the Company upon the exercise of options granted and to be granted pursuant to the Tyson Foods, Inc. Non-Statutory Stock Option Plan (the "Plan").

We have examined and are familiar with originals or copies (certified, photostatic or otherwise identified to our satisfaction) of such documents, corporate records and other instruments relating to the incorporation of the Company and the authorization of the grants of securities pursuant to the Plan as we have deemed necessary and advisable. In such examinations, we have assumed the genuineness of all signatures on all originals and copies of documents we have examined, the authenticity of all documents submitted to us as originals and the conformity to original documents of all certified, conformed or photostatic copies. As to questions of fact material and relevant to our opinion, we have relied upon certificates or representations of Company officials and of appropriate governmental officials.

We express no opinion as to matters under or involving the laws of any jurisdiction other than the corporate law of the State of Delaware.

Based upon and subject to the foregoing and having regard for such legal considerations as we have deemed relevant, it is our opinion that:

1. The Shares have been duly authorized; and
2. Upon the issuance and delivery of the Shares and the receipt of payment therefor as provided in the Plan and as contemplated by the Registration Statement, such Shares will be validly issued, fully paid and non-assessable.

Tyson Foods, Inc.
March 5, 1997

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We hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement.

Very truly yours,

POWELL, GOLDSTEIN, FRAZER & MURPHY, LLP

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EXHIBIT 23(a)

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Tyson Foods, Inc. Non-Statutory Stock Option Plan of our reports dated November 15, 1996, with respect to the consolidated financial statements and schedule of Tyson Foods, Inc. included or incorporated by reference in its Annual Report (Form 10-K) for the year ended September 28, 1996 filed with the Securities and Exchange Commission.

ERNST & YOUNG LLP

Little Rock, Arkansas
March 5, 1997

EXHIBIT 24

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned constitutes and appoints Leland Tollett and/or Wayne Britt, severally, his true and lawful attorney in fact and agent with full powers of substitution and resubstitution for him and in his name, place and stead, in any and all capacities to sign a Registration Statement on Form S-8, and any or all amendments or supplements thereto, to be filed by Tyson Foods, Inc. (the "Company") with respect to the purchase of shares of the Company's Class A Common Stock, \$.10 par value per share, on behalf of the Retirement Savings Plan of Tyson Foods, Inc., and to file same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney in fact and agent, full powers and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney in fact and agent or his substitute(s), may lawfully do or cause to be done by virtue hereof.

2/19/97

/s/ Don Tyson

Date

Director

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2/19/97

/s/ Leland E. Tollett

Date

Director

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2/19/97

/s/ Donald E. Wray

Date

Director

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2/25/97

/s/ John Tyson

Date

Director

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2/19/97

/s/ Shelby Massey

Date

Director

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2/24/97

/s/ Joe F. Starr

Date

Director

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2/20/97

/s/ Neely Cassady

Date

Director

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2/20/97

/s/ Fred Vorsanger

Date

Director

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2/19/97

/s/ Barbara Tyson

Date

Director

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2/19/97

/s/ Lloyd V. Hackley

Date

Director

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2/22/97

/s/ Gerald Johnston

Date

Director

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