

TYSON FOODS INC

Reported by
TOLLETT LELAND E

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/22/04 for the Period Ending 03/19/04

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

Foods, Inc. Class A Common Stock (the "Class A Stock") which expires on March 19, 2007. The transaction was effective March 19, 2004. As a result of the transaction, the reporting person received net proceeds of \$14,106,555.

- (3) Under the terms of the Contract, the reporting person has agreed to deliver a number of shares of Class A Stock on the expiration date of the Contract pursuant to the following formula: (i) if the price of Class A Stock on the date of expiration or termination (the "Final Price") is less than a specified floor price (the "Floor Price"), then 1,000,000 shares; (ii) if the Final Price is less than or equal to a specified maximum price (the "Cap Price"), but great 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; (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.
- (4) The Contract has a Floor Price equal to \$17.13/share and a Cap Price equal to \$23.98/share, all based on an average market price of the Class A Stock of \$17.13/share.
- (5) The reporting person has pledged 1,000,000 shares of Class A Stock to secure his obligations under the Contract. Under the Contract, in lieu of the delivery of the 1,000,000 shares of Class A Stock the reporting person may, at his option, settle the Contract by delivery of cash. However, in certain events the reporting person is obligated to settle the Contract by delivery of cash.
- (6) The Stock Options become exercisable in five equal annual installments, commencing three years after the date of grant 4/26/93.
- (7) The Stock Options become exercisable in five equal annual installments commencing three years after the date of grant 10/3/96.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOLLETT LELAND E 2210 W. OAKLAWN SPRINGDALE, AR 72762	X			

Signatures

/s/ Tollett, Leland E.

3/22/2004

** 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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