

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

**FORM 4/A**

(Amended Statement of Changes in Beneficial Ownership)

Filed 06/05/06 for the Period Ending 05/23/06

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

<b>1. Name and Address of Reporting Person *</b>  <b>TYSON LIMITED PARTNERSHIP</b>  (Last) (First) (Middle)  <b>2210 W. OAKLAWN</b>  (Street)  <b>SPRINGDALE, AR 72762</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>TYSON FOODS INC [ (TSN) ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>5/23/2006</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <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>
<b>4. If Amendment, Date Original Filed</b> (MM/DD/YYYY)  <p align="center"><b>5/25/2006</b></p>		<b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. 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 B Common Stock	4/26/2006		J (1)	V	5000000	D	\$0	86848560	D	
Class B Common Stock	4/26/2006		J (1)	V	5000000	A	\$0	11000000	I	By TLP Investment, L.P.
Class B Common Stock	5/23/2006		J (2)	V	50000	D	\$0	10950000	I	By TLP Investment, L.P.
Class A Common Stock	5/23/2006		J (2)	V	50000	A	\$0	50000	I	By TLP Investment, L.P.
Class A Common Stock	5/23/2006		S		50000	D	\$16.7095	0	I	By TLP Investment, L.P.
Class B Common Stock	5/24/2006		J (3)	V	550000	D	\$0	10400000	I	By TLP Investment, L.P.
Class A Common Stock	5/24/2006		J (3)	V	550000	A	\$0	550000	I	By TLP Investment, L.P.
Class A Common Stock	5/24/2006		S		550000	D	\$16.1594	0	I	By TLP Investment, L.P.
Class B Common Stock	5/25/2006		J (4)	V	1205300 (5)	D	\$0	9194700 (5)	I	By TLP Investment, L.P.
Class A Common Stock	5/25/2006		J (4)	V	1205300 (5)	A	\$0	1205300	I	By TLP Investment, L.P.
Class A Common Stock	5/25/2006		S		1205300 (5)	D	\$16.3331	0	I	By TLP Investment, L.P.
Class B Common Stock								3000000	I	By TLPCRT, 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				

**Explanation of Responses:**

- (1) Since the reporting person's last report, 5,000,000 shares of Class B Common Stock previously held directly by the reporting person have been contributed to TLP Investment, L.P., a limited partnership for which the reporting person directly or indirectly holds all of the outstanding beneficial interests. The reporting person also retains sole dispositive power and voting rights with respect to the shares held by TLP Investment, L.P.
- (2) On May 23, 2006, the reporting person converted 50,000 shares of Class B Common Stock into shares of Class A Common Stock on a one-for-one basis for no cost; accordingly, there was no applicable purchase or sale.
- (3) On May 24, 2006, the reporting person converted 550,000 shares of Class B Common Stock into shares of Class A Common Stock on a one-for-one basis for no cost; accordingly, there was no applicable purchase or sale.
- (4) On May 25, 2006, the reporting person converted 1,205,300 shares of Class B Common Stock into shares of Class A Common Stock on a one-for-one basis for no cost; accordingly, there was no applicable purchase or sale.
- (5) The actual number of shares transacted on May 25, 2006 was 1,205,300. This number was previously reported incorrectly due to a clerical error.

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

**5/25/2006**

\*\* 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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