

TYSON FOODS INC

Reported by
LEMAN EUGENE D

FORM 4/A

(Amended Statement of Changes in Beneficial Ownership)

Filed 06/04/04 for the Period Ending 09/28/01

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**

OMB APPROVAL
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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 and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
LEMAN EUGENE D			TYSON FOODS INC [TSN]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Senior Group V.P., TFM		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
			9/28/2001					
2210 W. OAKLAWN			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)			6/4/2004			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
SPRINGDALE, AR 72762								
(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	6/3/2004		S		46737	D	\$20.7000	214865	D	
Class A Common Stock	4/30/2004		J	V	1542 (1)	A	\$0	15251	I	By ESPP
Class A Common Stock	6/2/2004		M		46574	A	\$0	46574	I	By IBP, Inc Retirement Income Plan
Class A Common Stock	6/2/2004		I		46574 (2)	D	\$20.4300	0	I	By IBP, Inc Retirement Income Plan

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				
Non-Qualified Stock Option (right to buy)	\$6.64	6/3/2004		M		13029		(3)	3/1/2005	Class A Common Stock	13029	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$10.65	6/3/2004		M		33708		(3)	12/22/2005	Class A Common Stock	33708 (4)	\$0	0	D	
Phantom Stock (5)	\$0.00	9/28/2001		A		46574		(5)	(5)	Class A Common Stock	46574	\$0	46574	I	By IBP, Inc Retirement Income Plan

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				
Phantom Stock ⁽⁵⁾	\$0.00	6/2/2004		M			46574	(5)	(5)	Class A Common Stock	46574	\$0	0	I	By IBP, Inc Retirement Income Plan
Incentive Stock Option (right to buy)	\$6.64							(3)	3/1/2005	Class A Common Stock	2		2	D	
Incentive Stock Option (right to buy)	\$10.65							(3)	12/22/2005	Class A Common Stock	9150 ⁽⁴⁾		9150	D	
Incentive Stock Option (right to buy)	\$9.97							(3)	10/1/2006	Class A Common Stock	4285		4285	D	
Incentive Stock Option (right to buy)	\$9.76							(3)	3/1/2007	Class A Common Stock	4762		4762	D	
Incentive Stock Option (right to buy)	\$8.68							(3)	12/24/2007	Class A Common Stock	1244		1244	D	
Non-Qualified Stock Option (right to buy)	\$9.97							(3)	10/1/2006	Class A Common Stock	17144		17144	D	
Non-Qualified Stock Option (right to buy)	\$9.76							(3)	3/1/2007	Class A Common Stock	7143		7143	D	
Non-Qualified Stock Option (right to buy)	\$8.68							(3)	12/24/2007	Class A Common Stock	27328		27328	D	
Non-Qualified Stock Option (right to buy)	\$6.95							(3)	8/31/2008	Class A Common Stock	28572		28572	D	
Non-Qualified Stock Option (right to buy)	\$6.19							(3)	2/1/2010	Class A Common Stock	16667		16667	D	
Non-Qualified Stock Option (right to buy)	\$5.43							(3)	2/18/2010	Class A Common Stock	38572		38572	D	
Non-Qualified Stock Option (right to buy)	\$10.50							(3)	6/28/2011	Class A Common Stock	28402		28402	D	
Non-Qualified Stock Option (right to buy)	\$9.32							10/15/2003 (3)	10/15/2011	Class A Common Stock	16200		16200	D	
Non-Qualified Stock Option (right to buy)	\$9.64							10/10/2004 (6)	10/10/2012	Class A Common Stock	16200		16200	D	
Non-Qualified Stock Option (right to buy)	\$13.33							9/19/2005 (7)	9/19/2013	Class A Common Stock	16200		16200	D	

Explanation of Responses:

- (1) Includes 1,542 Shares purchased from 01-01-04 thru 04-30-04, for the reporting person's account under the Tyson Foods, Inc. Employee Stock Purchase Plan which transactions are exempt under Section 16b-3.
- (2) Intraplan transfer out of Tyson Foods, Inc Stock Fund of IBP, Inc. Retirement Income Plan.
- (3) All options granted prior to the closing of the tender offer for IBP vested on 7/23/01. For all other options, 40% of the options are exercisable two years after the grant date (the date listed above represents the date 40% become exercisable), and an additional 20% vest in each of the following three years. After 5 years 100% of the options are exercisable.
- (4) 4,866 of Mr. Leman's Incentive Stock Options with an exercise price of \$10.65 have been reclassified as Non-Qualified Stock Options.
- (5) Phantom Stock Units for shares of IBP, Inc. were converted into Phantom Stock Units for shares of Tyson Foods, Inc. on September 28, 2001 in connection with the merger of IBP, Inc. into a wholly-owned subsidiary of Tyson Foods, Inc. The Phantom Stock Units were

exercisable during any calendar year if the reporting person delivered a notification of intention to exercise to the Company on or prior to June 30 of the immediately prior year.

- (6) The Stock Option vests at 40% on 10-10-04 and 20% each year thereafter for 3 years.
- (7) This Stock Option vests at 40% on 9-19-05 and 20% each year thereafter for three (3) years.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEMAN EUGENE D 2210 W. OAKLAWN SPRINGDALE, AR 72762			Senior Group V.P., TFM	

Signatures

/s/ Leman, Eugene D.

6/4/2004

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.