

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

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

Filed 02/27/04 for the Period Ending 02/25/04

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

# 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  
OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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 OAKLAWN DRIVE</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>2/25/2004</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</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>
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <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								91848560	D	
Class B Common Stock								6000000	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				
Contract to Sell (1)	\$0 (2) (4)	2/25/2004	2/25/2004	J		1		1/23/2006	1/23/2006	Class B Common Stock	2000000 (2) (5)	(2) (4)	5	I	By TLP Investment, L.P.
Contract to Sell (1)	\$0 (3) (4)	2/25/2004	2/25/2004	J		1		6/22/2005	6/22/2005	Class B Common Stock	1000000 (3) (5)	(3) (4)	5	I	By TLP Investment, L.P.
Contract to Sell (1)	\$0 (3) (4)	2/25/2004	2/25/2004	J		1		6/22/2005	6/22/2005	Class B Common Stock	1000000 (3) (5)	(3) (4)	3	I	By TLPCRT, L.P.
Contract to Sell (1)	\$0	2/25/2004	2/25/2004	J		1		5/12/2004	5/12/2004	Class B Common Stock	1000000	\$0	5	I	By TLP Investment, L.P.
Contract to Sell (1)	\$0	2/25/2004	2/25/2004	J		1		5/12/2004	5/12/2004	Class B Common Stock	1000000	\$0	3	I	By TLPCRT, L.P.
Contract to Sell	\$0							11/22/2004	11/22/2004	Class B Common	1000000		5	I	By TLP Investment,

**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						
												Stock					L.P.
Contract to Sell	\$0								11/22/2004	11/22/2004		Class B Common Stock	1000000		5	I	By TLP Investment, L.P.
Contract to Sell	\$0								11/22/2004	11/22/2004		Class B Common Stock	1000000		3	I	By TLPCRT, L.P.
Contract to Sell	\$0								6/22/2005	6/22/2005		Class B Common Stock	1000000		5	I	By TLP Investment, L.P.
Contract to Sell	\$0								6/22/2005	6/22/2005		Class B Common Stock	1000000		3	I	By TLPCRT, L.P.

**Explanation of Responses:**

- (1) TLP Investment, L.P. ("TLP") and TLPCRT, L.P. ("TLPCRT") (TLP and TLPCRT collectively, the "Counterparties") (each Counterparty is a limited partnership for which the reporting person directly or indirectly holds all of the outstanding beneficial interest) have amended two existing pre-paid variable equity forward contracts relating to an aggregate of 2,000,000 shares of Tyson Foods, Inc. Class B Common Stock (the "Class B Stock") extending their respective expiration dates to June 22, 2005 and modifying the exercise prices and other terms of each contract (the "Amended Contracts"). TLP has also entered into a new pre-paid variable equity forward contract relating to 2,000,000 shares of Class B Stock which expires on January 23, 2006 (the "New Contract"). Each of these transactions was effective February 25, 2004. As a result of these transactions, the Counterparties received net proceeds of \$26,748,800.
- (2) Under the terms of the New Contract, TLP has agreed to deliver a number of shares of Class A Stock (or Class B Stock immediately convertible into Class A Stock) on the expiration date of the contract (or on an earlier date if the contract is terminated early) 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.
- (3) Under the Amended Contracts, each Counterparty agreed to deliver shares of Class A Stock (or Class B Stock immediately convertible into Class A Stock) on the expiration date of each contract (or on an earlier date if the contract is terminated early) as follows: (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 greater 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) Each of the three contracts has a Floor Price equal to \$15.4544/share and a Cap Price equal to \$18.55/share, all based on an average market price of \$15.4544/share over a four trading day period ending on February 25, 2004.
- (5) In connection with the Amended Contracts, the Counterparties have pledged 2,000,000 shares of Class B Stock to secure their obligations under the Amended Contracts. In connection with the New Contract, TLP has pledged 2,000,000 shares of Class B Stock to secure its obligations under the New Contract. Under the contracts, in lieu of the delivery of shares, each Counterparty may, at its option, settle the contracts by delivery of cash. In certain events, the Counterparties are obligated to settle the contracts by delivery of cash.

**Reporting Owners**

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

**Signatures**

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

2/27/2004

\*\* 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.