

TYSON FOODS INC

Reported by
LEATHERBY DENNIS

FORM 4/A

(Amended Statement of Changes in Beneficial Ownership)

Filed 02/13/04 for the Period Ending 02/05/04

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
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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 * LEATHERBY DENNIS <small>(Last) (First) (Middle)</small> 2210 W. OAKLAWN <small>(Street)</small> SPRINGDALE, AR 72762 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol TYSON FOODS INC [TSN] 3. Date of Earliest Transaction (MM/DD/YYYY) 2/5/2004 4. If Amendment, Date Original Filed (MM/DD/YYYY) 2/12/2004	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Sr. VP, Finance and Treasurer 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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	2/5/2004		M		11250	A	\$14.3333	54147	D	
Class A Common Stock	2/5/2004		F		680	D	\$16.9100	53467	D	
Class A Common Stock	2/5/2004		S		10570	D	\$17.0500	42897	D	
Class A Common Stock	12/31/2003		J	V	518 (1)	A	\$0	13715	I	By ESPP

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$14.33	2/5/2004		M		11250	(2)	4/26/2004	Class A Common Stock	11250	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$14.42						(3)	4/26/2003	Class A Common Stock	6000		6000	D	
Non-Qualified Stock Option (right to buy)	\$14.50						(4)	6/1/1998 4/26/2005	Class A Common Stock	2100		2100	D	
Non-Qualified Stock Option (right to buy)	\$15.17						(5)	11/19/2005	Class A Common Stock	9000		9000	D	
Non-Qualified Stock Option (right to buy)	\$17.92						(6)	10/3/2006	Class A Common Stock	7500		7500	D	

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				
Non-Qualified Stock Option (right to buy)	\$9.32						10/15/2003 (7)	10/15/2011	Class A Common Stock	6000		6000	D	
Non-Qualified Stock Option (right to buy)	\$9.64						10/10/2004 (8)	10/10/2012	Class A Common Stock	6000		6000	D	
Non-Qualified Stock Option (right to buy)	\$13.33						9/19/2005 (9) (10)	9/19/2013	Class A Common Stock	6000		6000	D	
Non-Qualifited Stock Option (right to buy)	\$11.50						3/29/2003 (11)	3/29/2011	Class A Common Stock	20000		20000	D	

Explanation of Responses:

- (1) Includes 518 Shares purchased from 11-01-03 thru 12-31-03, for the reporting person's account under the Tyson Foods, Inc. Employee Stock Purchase Plan which transactions are exempt under Section 16b-3.
- (2) The Stock Options become exercisable in five equal annual installments, commencing three years after the date of grant 5/25/94.
- (3) The Stock Options become exercisable in five equal annual installments, commencing three years after the date of grant 4/26/93.
- (4) The Stock Options become exercisable in five equal annual installments, commencing three years after date of grant 6/1/95.
- (5) The stock options become exercisable in five equal annual installments, commencing three years after date of grant 11/20/95.
- (6) The Stock Options become exercisable in five equal annual installments commencing three years after the date of grant 10/3/96.
- (7) The stock option vests at 40% on 10-15-03 and 20% each year thereafter.
- (8) The Stock Option vests at 40% on 10-10-04 and 20% each year thereafter for 3 years.
- (9) This Stock Option vests at 40% on 9-19-05 and 20% each year thereafter for three (3) years.
- (10) Because of a clerical error, this date was previously reported incorrectly.
- (11) The Stock Options become exercisable in four equal annual installments, commencing two years after the date of grant, 03-29-01.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEATHERBY DENNIS 2210 W. OAKLAWN SPRINGDALE, AR 72762			Sr. VP, Finance and Treasurer	

Signatures

/s/ Leatherby, Dennis

2/13/2004

Date

** Signature of Reporting Person

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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