

TYSON FOODS INC

Reported by
LEE GREG W

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/30/04 for the Period Ending 09/29/04

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

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549**

OMB APPROVAL
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[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 * LEE GREG W <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) 9/29/2004 4. If Amendment, Date Original Filed (MM/DD/YYYY)	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) Int'l Pres & CAO 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	8/31/2004		J	V	1203 (1)	A	\$0	50555	I	By ESPP
Class A Common Stock								750	I	By Children's Trust
Class A Common Stock								8475	I	By Spouse
Class A Common Stock								658263	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)	\$15.96	9/29/2004		A		160000	(2)	9/29/2014	Class A Common Stock	160000	\$0	160000	D	
Performance Shares	\$0.00 (3)						(4)	(4)	Class A Common Stock	50892		50892	D	
Non-Qualified Stock Option (right to buy)	\$14.50						6/1/1998 (5)	4/26/2005	Class A Common Stock	3750		3750	D	
Non-Qualified Stock Option (right to buy)	\$15.17						(6)	11/19/2005	Class A Common Stock	11250		11250	D	
Non-Qualified Stock Option (right to buy)	\$14.58						(7)	3/10/2006	Class A Common Stock	37500		37500	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)	\$17.92						(8)	10/3/2006	Class A Common Stock	52500		52500	D	
Non-Qualified Stock Option (right to buy)	\$11.50						3/29/2003 (9)	3/29/2011	Class A Common Stock	100000		100000	D	
Non-Qualified Stock Option (right to buy)	\$9.32						10/15/2003 (10)	10/15/2011	Class A Common Stock	60000		60000	D	
Non-Qualified Stock Option (right to buy)	\$11.63						(11)	9/30/2012	Class A Common Stock	60000		60000	D	
Non-Qualified Stock Option (right to buy)	\$11.23						7/29/2005 (12)	7/29/2013	Class A Common Stock	160000		160000	D	
Non-Qualified Stock Option (right to buy)	\$13.33						9/19/2005 (13)	9/19/2013	Class A Common Stock	160000		160000	D	

Explanation of Responses:

- (1) includes 1,203 Shares purchased from 07-01-04 thru 08-31-04, for the reporting person's account under the Tyson Foods, Inc. Employee Stock Purchase Plan which transactions are exempt under Section 16b-3.
- (2) The Stock Option vests at 40% on 09-29-06 and 20% each year thereafter for the following three years.
- (3) Each Performance Share that vests entitles holder to 1 share of Class A Common Stock.
- (4) The award vests two business days following the Company's public announcement of its earnings for the 2006 fiscal year based upon a comparison of the market price of Tyson's Class A Common Stock to a peer group of publicly traded companies and the achievement by the Company of certain cash flow measures.
- (5) The Stock Options become exercisable in five equal annual installments, commencing three years after date of grant 6/1/95.
- (6) The stock options become exercisable in five equal annual installments, commencing three years after date of grant 11/20/95.
- (7) The stock options become exercisable in five equal annual installments, commencing three years after date of grant 3/12/96.
- (8) The Stock Options become exercisable in five equal annual installments commencing three years after the date of grant 10/3/96.
- (9) The Stock Options become exercisable in four equal annual installments, commencing two years after the date of grant, 03-29-01.
- (10) The stock options vest at 40% on 10-15-03 and 20% each year thereafter for 3 years.
- (11) The Stock Option becomes exercisable in four equal annual installments, commencing two years after the date of grant, 9-30-02.
- (12) The Stock Option vests at 40% on 7-29-05 and 20% each year thereafter for 3 years.
- (13) This Stock Options vest 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
LEE GREG W 2210 W. OAKLAWN SPRINGDALE, AR 72762			Int'l Pres & CAO	

Signatures

/s/ Lee, Greg W.

9/30/2004

** 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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