

TYSON FOODS INC

Reported by
LOCHNER JAMES V

FORM 3/A

(Amended Statement of Beneficial Ownership)

Filed 11/30/05 for the Period Ending 10/07/05

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 3

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

OMB APPROVAL
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INITIAL STATEMENT OF 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(h) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person * Lochner James V <small>(Last) (First) (Middle)</small> 2210 W. OAKLAWN <small>(Street)</small> SPRINGDALE, AR 72762 <small>(City) (State) (Zip)</small>	2. Date of Event Requiring Statement (MM/DD/YYYY) 10/7/2005	3. Issuer Name and Ticker or Trading Symbol TYSON FOODS INC [(TSN)]
4. 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 Grp VP Mar OP,Purch & Logis /		
5. If Amendment, Date Original Filed (MM/DD/YYYY) 10/12/2005		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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	90046 (1)	D	
Class A Common Stock	14668 (2)	I	By ESPP

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Non-Qualified Stock Option (right to buy)	9/19/2005 (11) (12)	9/19/2013	Class A Common Stock	15000	\$13.33	D	
Non-Qualified Stock Option (right to buy)	(3)	9/29/2014	Class A Common Stock	40000	\$15.96	D	
			Class A				

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Performance Shares	(4) (5)	(4)	Common Stock	24930 (6)	(6)	D	
Performance Shares	(7)	(7)	Class A Common Stock	22796 (6)	(6)	D	
Incentive Stock Option (right to buy)	(8)	12/21/2005	Class A Common Stock	16488	\$10.65	D	
Incentive Stock Option (right to buy)	(8)	9/30/2006	Class A Common Stock	5715	\$9.97	D	
Incentive Stock Option (right to buy)	(8)	8/18/2007	Class A Common Stock	1957	\$9.60	D	
Incentive Stock Option (right to buy)	(8)	12/23/2007	Class A Common Stock	6552	\$8.68	D	
Non-Qualified Stock Option (right to buy)	(8)	12/23/2007	Class A Common Stock	10020	\$8.68	D	
Non-Qualified Stock Option (right to buy)	(8)	8/30/2008	Class A Common Stock	16572	\$6.95	D	
Non-Qualified Stock Option (right to buy)	(8)	1/31/2010	Class A Common Stock	20000	\$6.19	D	
Non Qualified Stock Option (right to buy)	(8)	7/1/2011	Class A Common Stock	7992	\$10.60	D	
Non-Qualified Stock Option (right to buy)	10/15/2003 (9)	10/15/2011	Class A Common Stock	15000	\$9.32	D	
Non Qualified Stock Option (right to buy)	10/10/2004 (10)	10/10/2012	Class A Common Stock	15000	\$9.64	D	

Explanation of Responses:

- (1) Mr. Lochner directly owns 21,530 shares of common stock and 68,516 shares of restricted common stock.
- (2) The number of shares in the shareholder Employee Stock Purchase Plan was overstated in the original Form 3 due to a clerical error.
- (3) The Stock Option vests at 40% on 09-29-06 and 20% each year thereafter for the following three years.

- (4) The award vests two business days following the Company's public announcement of its earnings for the 2008 fiscal year. One half of the award is 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 other half by the achievement of the Company of certain return on invested capital measures.
- (5) The awards were effective October 3, 2005, the date the Company priced and determined to offer the filer their new employment contract and the awards. The award agreements were delivered to the filer on October 7, 2005, the date the filer signed their new employment agreement with the Company.
- (6) Each Performance Share that vests entitles holder to 1 share of Class A Common Stock. The number expressed above is the maximum number of shares that can vest under the grant.
- (7) The award vests two business days following the Company's public announcement of its earnings for the 2007 fiscal year. One half of the award is 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 other half by the achievement of the Company of certain return on invested capital measures.
- (8) Pursuant to the Agreement and Plan of Merger dated January 1, 2001 by and among Issuer, Lasso Acquisition Corporation ("Lasso"), a wholly owned subsidiary of Issuer, and IBP, inc. ("IBP"), all options granted by IBP and outstanding on September 28, 2001 (the date IBP merged with Lasso) converted into options to buy Issuer Class A common stock at a predetermined exchange rate. All options granted prior to the closing of the tender offer for IBP, inc vested on 7-23-01.
- (9) The stock options vest at 40% on 10-15-03 and 20% each year thereafter for 3 years.
- (10) The Stock Options vest at 40% on 10-10-04 and 20% each year thereafter for 3 years.
- (11) This Stock Options vest at 40% on 9-19-05 and 20% each year thereafter for three (3) years.
- (12) Because of a clerical error, this date was previously reported incorrectly.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lochner James V 2210 W. OAKLAWN SPRINGDALE, AR 72762			Sr Grp VP Mar OP,Purch & Logis	

Signatures

/s/ Lochner,
James

11/30/2005

** 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 5(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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