

# TYSON FOODS INC

Reported by  
**TYSON DONALD J**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/02/04 for the Period Ending 09/27/03

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**

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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

<b>1. Name and Address of Reporting Person *</b>  <b>TYSON DONALD J</b> <small>(Last) (First) (Middle)</small>  <b>2210 W. OAKLAWN</b> <small>(Street)</small>  <b>SPRINGDALE, AR 72762</b> <small>(City) (State) (Zip)</small>	<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>  <b>9/27/2003</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" 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>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
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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	9/27/2003		J	V	15923	A	\$0	1028577	D	
Class A Common Stock	1/30/2004		D	(1)	1028577	D	\$15.1100	0	D	
Class A Common Stock	12/31/2003		J	(2)	7273	A	\$0	74039	I	By ESPP
Class A Common Stock								37575	I	By Spouse
Class B Common Stock								750000	D	
Class B Common Stock								3258738	I	By TLP Investment, L.P.
Class B Common Stock								1629369	I	By TLPCRT, L.P.
Class B Common Stock								49885035	I	By Tyson Ltd. Partnership

**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	\$0.00 (4)							11/22/2004	11/22/2004	Class A Common Stock	543123		543123	I	By TLP Investment, L.P.
Contract to Sell	\$0.00 (3)							5/12/2004	5/12/2004	Class B Common	543123		543123	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	\$0.00 <sup>(3)</sup>							5/12/2004	5/12/2004	Class B Common Stock	543123		543123	I	By TLPCRT, L.P.
Contract to Sell	\$0.00 <sup>(3)</sup>							11/22/2004	11/22/2004	Class B Common Stock	543123		543123	I	By TLP Investment, L.P.
Contract to Sell	\$0.00 <sup>(3)</sup>							11/22/2004	11/22/2004	Class B Common Stock	543123		543123	I	By TLPCRT, L.P.
Contract to Sell	\$0.00 <sup>(3)</sup>							6/22/2005	6/22/2005 <sup>(3)</sup>	Class B Common Stock	543123		543123	I	By TLP Investment, L.P.
Contract to Sell	\$0.00 <sup>(3)</sup>							6/22/2005	6/22/2005 <sup>(3)</sup>	Class B Common Stock	543123		543123	I	By TLPCRT, L.P.

**Explanation of Responses:**

- (1) The number of restricted shares that were awarded under the Tyson Foods, Inc. Stock Incentive Plan has increased by 940 shares since the last filed Form 4 due to the reinvestment of dividends on the restricted shares, which dividend reinvestment is an exempt, non-reportable event. The restricted shares vested on October 10, 2003 and were repurchased by the Company (as reported herein) in an exempt transaction pursuant to Section 16b-3(e) under the Securities and Exchange Act of 1934, as amended.
- (2) Includes 7,273 Shares purchased from 05-01-03 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.
- (3) Effective June 25, 2003, TLP Investments, L.P. and TLP CRT, L.P. (the "Counterparties") (each Counterparty is a limited partnership for which reporting person directly or indirectly holds all of the outstanding beneficial interest) amended a total of six existing pre-paid variable equity forward contracts relating to an aggregate of 6,000,000 shares of Class B Common Stock to extend the expiration date and to modify the exercise prices and other terms of each contract. The amendments of these contracts result in the deemed cancellation (or sale) of the six existing contracts and the entry into (or purchase) of six new contracts. The terms of the amended contracts are summarized below. Each contract continues to relate to 1,000,000 shares of Class B Common Stock, with two contracts now expiring May 12, 2004, two contracts now expiring November 22, 2004, and two contracts now expiring June 22, 2005. The Counterparties paid an aggregate amount of cash consideration equal to \$4,020,000 in order to extend the expiration dates and to modify the pricing and other terms of the contracts. As with the original contracts, each Counterparty has agreed to deliver a number of shares of Class A Common Stock at the expiration date of the contract (or on an earlier date if the contract is terminated early) pursuant to the following formula: (i) if the price of Class A Common 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. In lieu of the delivery of the shares, each Counterparty may, at its option, still settle the contract by the delivery of cash. In certain events the Counterparties are obligated to settle the contract by delivery of cash. The Floor Price for each contract is now \$10.61, and the Cap Price for each contract is now \$12.73. Each Counterparty has previously pledged 1,000,000 shares Class B Common Stock to secure its obligations under each contract.
- (4) Effective November 22, 2002, TLP Investment, L.P. (a limited partnership for which reporting person directly or indirectly holds all of the outstanding beneficial interests) entered into a prepaid variable equity forward contract relating to an aggregate of 1,000,000 shares of Class A Common Stock, with an expiration date of November 22, 2004. At the time of origination, TLP Investment, L.P. received cash payments in an amount per share equal to \$10.87 for the 1,000,000 shares related to the contract. In exchange for such cash payment, TLP Investment, L.P. agreed to deliver a number of shares of Class A Common Stock (or Class B Common Stock immediately convertible into Class A Common Stock) at the expiration date of the contract (or on an earlier date if the contract is terminated early) pursuant to the following formula: (1) if the price of Class A Common Stock on the date of expiration or termination (the "Final Price") is less than a specified floor price of \$12.43 (the "Floor Price"), then 1,000,000 shares; (ii) if the Final Price is less than or equal to a specified maximum price of \$14.91 (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. In lieu of the delivery of the shares, TLP Investment, L.P. may, at its option, settle the contract by the delivery of cash. In certain events TLP Investment, L.P. is obligated to settle the contract by delivery of cash. In connection with the transaction, TLP Investment, L.P. has pledged 1,000,000 shares of Class B common stock to

secure its obligations under the pre-paid forward agreement.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>TYSON DONALD J 2210 W. OAKLAWN SPRINGDALE, AR 72762</b>	<b>X</b>	<b>X</b>		

### Signatures

/s/ Tyson, Donald J.

2/2/2004

\*\* 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.