

Lochner James V  
 Form 4  
 February 09, 2007

**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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Lochner James V

2. Issuer Name and Ticker or Trading Symbol  
 TYSON FOODS INC [(TSN)]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 2210 W. OAKLAWN

3. Date of Earliest Transaction (Month/Day/Year)  
 02/08/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Sr Grp VP Fresh Meats & Mar OP

(Street)  
 SPRINGDALE, AR 72762

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	02/08/2007		M		10,020	A	\$ 8.68 112,967
Class A Common Stock	02/08/2007		M		16,572	A	\$ 6.95 129,539
Class A Common Stock	02/08/2007		S		24,192	D	\$ 18.23 105,347
Class A Common	02/08/2007		S		2,400	D	\$ 18.22 102,947

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Stock

Class A

Common 01/31/2007 J<sup>(1)</sup> V 933 A \$ 0 14,664 I By ESPP  
Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 8.68	02/08/2007		M	10,020	<sup>(2)</sup> 12/23/2007	Class A Common Stock	10,020
Non-Qualified Stock Option (right to buy)	\$ 6.95	02/08/2007		M	16,572	<sup>(2)</sup> 08/30/2008	Class A Common Stock	16,572

## Reporting Owners

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

## Signatures

/s/ Lochner, James 02/09/2007

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) Represents 933 shares purchased from 11-01-06 thru 1-31-07 for the reporting person's account under the Issuer's Employee Stock Purchase Plan. Such acquisitions are exempt from Section 16 reporting requirements pursuant to Rule 16b-3.

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.

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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