TYSON FOODS INC
Form 424B5
March 16, 2006
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This prospectus supplement relates to effective registration statements under the Securities Act of 1933, as amended, but is not complete and may be changed. This prospectus supplement is not an offer to sell these securities and we are not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to Completion

Preliminary Prospectus Supplement dated March 16, 2006

PROSPECTUS SUPPLEMENT

(To Prospectus dated March 15, 2006 and Prospectus dated June 1, 1998)

Filed Pursuant to Rule 424(b)(5)
Registration No. 333-53171
Registration No. 333-132434

$

Tyson Foods, Inc.

% Notes due 20

We will pay interest on the notes on and of each year, beginning , 2006. The notes will mature on , 20 . We may redeem the notes at any time at the price specified in this prospectus supplement.

The notes will be our senior unsecured obligations and will rank equally with our other senior unsecured indebtedness. The notes will be issued only in registered form in denominations of $1,000. The notes are not and will not be listed on any securities exchange.

Investing in the notes involves risks that are described in the "Risk Factors" section beginning on page S-3 of this prospectus supplement.

	Per Note	Total
Public offering price (1)	%	$
Underwriting discount	%	$
Proceeds, before expenses, to Tyson	%	$

(1) Plus accrued interest from March , 2006, if settlement occurs after that date

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The notes will be ready for delivery in book-entry form only through The Depository Trust Company on or about March , 2006.

Sole Book-Running Manager

Merrill Lynch & Co.

Joint Lead Managers

Barclays Capital **JP Morgan**

Rabo Securities USA **Scotia Capital**

Stephens Inc. **SunTrust Robinson Humphrey**

The date of this prospectus supplement is March , 2006.

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Prospectus Supplement

Prospectus dated March 15, 2006

Prospectus dated June 1, 1998

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the terms of the offering of the notes. The second part is the accompanying prospectus dated March 15, 2006, and the accompanying prospectus dated June 1, 1998. The accompanying prospectus dated March 15, 2006, relates to the offering of of the notes, and the accompanying prospectus dated June 1, 1998, relates to the offering of the remaining $500,000,000 of the notes. We refer to the accompanying prospectus dated March 15, 2006, and the accompanying prospectus dated June 1, 1998, collectively as the accompanying prospectus. The accompanying prospectus contains a description of the notes and gives more general information, some of which may not apply to the notes.

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these notes in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed materially since those dates.

When we refer to Tyson, the Company, we, us or our in this prospectus supplement or when we otherwise refer to ourselves in this prospectu supplement, we mean Tyson Foods, Inc., excluding, unless otherwise expressly stated or the context otherwise requires, our subsidiaries.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the documents incorporated or deemed to be incorporated by reference herein or therein contain forward-looking statements with respect to our current views and estimates of future economic circumstances, industry conditions, Company performance and financial results, including, without limitation, debt-levels, return on invested capital, value-added product growth, capital expenditures, tax rates, access to foreign markets and dividend policy. These forward-looking statements are subject to a number of factors and uncertainties that could cause the Company s actual results and experiences to differ materially from the anticipated results and expectations expressed in such forward-looking statements. The Company wishes to caution readers not to place undue reliance on any forward-looking statements, which speak only as of the date made. Tyson undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Among the factors that may cause actual results and experiences to differ from the anticipated results and expectations expressed in such forward-looking statements are the following: (i) fluctuations in the cost and availability of raw materials, such as live cattle, live swine or feed grains; (ii) market conditions for finished products, including competition from other global and domestic food processors, the supply and pricing of alternative proteins, and the demand for alternative proteins; (iii) risks associated with effectively evaluating derivatives and hedging activities; (iv) access to foreign markets together with foreign economic conditions, including currency fluctuations, import/export restrictions and foreign politics; (v) outbreak of a livestock disease (such as avian influenza (AI) or bovine spongiform encephalopathy (BSE)) which could have an effect on livestock owned by the Company, the availability of livestock for purchase by the Company, consumer perception of certain protein products or the Company s ability to access certain domestic and foreign markets; (vi) successful rationalization of existing facilities, and the operating efficiencies of the facilities; (vii) changes in the availability and relative costs of labor and contract growers, and the ability of the Company to maintain good relationships with employees, labor unions, contract growers and independent producers providing livestock to the Company; (viii) issues related to food safety, including costs resulting from product recalls, regulatory compliance and any related claims or litigation; (ix) changes in consumer preference and diets, and the Company s ability to identify and react to consumer trends; (x) significant marketing plan changes by large customers, or the loss of one or more large customers; (xi) adverse results from litigation; (xii) risks associated with leverage, including cost increases due to rising interest rates or changes in debt ratings or outlook; (xiii) changes in regulations and laws (both domestic and foreign), including changes in accounting standards, tax laws, environmental laws and occupational, health and safety laws; (xiv) the ability of the Company to make effective acquisitions and successfully integrate newly acquired businesses into existing operations; (xv) effectiveness of advertising and marketing programs; (xvi) the effect of, or changes in, general economic conditions; and (xvii) other risk factors described in the section of this prospectus supplement entitled Risk Factors.

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PROSPECTUS SUPPLEMENT SUMMARY

Our Company

Tyson is the world s largest protein company and the second largest publicly traded food company in the Fortune 500 with one of the most recognized brand names in the food industry. Tyson produces, distributes and markets chicken, beef, pork and prepared foods and related allied products. Our primary operations are conducted in four segments: Chicken, Beef, Pork and Prepared Foods. Some of the key factors that influence our business are customer demand for our products, the ability to maintain and grow relationships with customers and introduce new and innovative products to the marketplace, accessibility of international markets, market prices for our chicken, beef and pork products, the cost of live cattle and hogs, raw materials and grain and operating efficiencies of our facilities.

Our executive offices are located at 2210 West Oaklawn Drive, Springdale, Arkansas 72762-6999, and our telephone number is (479) 290-4000.

THE OFFERING

The following summary contains basic information about the notes. It does not contain all the information that is important to you. For a more complete understanding of the notes, please refer to the section of this prospectus supplement entitled Description of the Notes and the section of the accompanying prospectus entitled Description of Debt Securities.

Issuer	Tyson Foods, Inc.
Notes Offered	$ aggregate principal amount of % Notes due 20 .
Maturity	, 20 .
Interest Payment Dates	and of each year, beginning , 2006.
Ranking	The notes will be our senior unsecured obligations and will rank equally with our other senior unsecured indebtedness.
Interest Rate Adjustment	The interest rate payable on the notes will be subject to adjustment from time to time if the debt rating applicable to the notes is downgraded. See Description of the Notes Interest Rate Adjustment in this prospectus supplement.
Optional Redemption	We may redeem some or all of the notes at any time prior to maturity at the redemption prices described in this prospectus supplement. See Description of the Notes Optional Redemption in this prospectus supplement.

Covenants	The indenture governing the notes contains certain covenants. See Description of Debt Securities Certain Covenants in the accompanying prospectus.
Use of Proceeds	We expect to use the net proceeds of this offering toward the repayment of our outstanding indebtedness and for other general corporate purposes. See Use of Proceeds in this prospectus supplement.
Risk Factors	See Risk Factors beginning on page S-3 of this prospectus supplement for important information regarding us and an investment in the notes.

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SUMMARY CONSOLIDATED FINANCIAL DATA

We have provided the following summary financial information for your reference. We have derived the summary information presented here from the financial statements we have incorporated by reference into the accompanying prospectus. You should read it together with our historical consolidated financial statements and the related notes incorporated by reference in the accompanying prospectus. See Where You Can Find More Information in the accompanying prospectus.

	Fiscal Year Ended			Three Months Ended	
	October 1, 2005	October 2, 2004	September 27, 2003	December 31, 2005	January 1, 2005
	(Restated)		(in millions)		
Summary of Operations:					
Sales	$ 26,014	$ 26,441	$ 24,549	$ 6,454	$ 6,452
Cost of sales	24,274	24,550	22,805	6,106	6,089
Gross profit	1,740	1,891	1,744	348	363
Operating income	765	925	837	114	129
Interest expense	227	275	296	51	58
Provision for income taxes	156	232	186	21	28
Net income	$ 372	$ 403	$ 337	$ 39	$ 48
Balance Sheet Data (at end of period):					
Cash and cash equivalents	$ 40	$ 33	$ 25	$ 30	$ 41
Total assets	10,504	10,464	10,486	10,699	10,344
Net property, plant and equipment	4,007	3,964	4,039	4,069	3,957
Total debt	2,995	3,362	3,604	2,988	3,070
Shareholders equity	4,671	4,292	3,954	4,711	4,342
Other Financial Data:					
Cash flow from operations	$ 999	$ 932	$ 820	$ 183	$ 422
Depreciation and amortization	501	490	458	125	126
Capital expenditures	571	486	402	189	110
Ratio of earnings to fixed charges	2.88	3.01	2.54	1.86	2.09

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RISK FACTORS

An investment in the notes is subject to various risks. These risks should be considered carefully with the information provided elsewhere in this prospectus supplement and the accompanying prospectus before deciding to invest in the notes. In addition, please read Special Note Regarding Forward-Looking Statements in this prospectus supplement, where we describe additional uncertainties associated with our business and the forward-looking statements included or incorporated by reference in this prospectus supplement and the accompanying prospectus.

Fluctuations in commodity prices and in the availability of raw materials, especially feed grains, live cattle, live swine, and ingredients, could harm our earnings.

Our results of operations and financial condition are dependent upon the cost and supply of raw materials such as feed grains, live cattle, live swine and ingredients as well as the selling prices for many of our products, which are determined by constantly changing market forces of supply and demand over which we have limited or no control. Corn and soybean meal are major production costs in the poultry industry, representing roughly 40% of the cost of our chicken products. As a result, fluctuations in prices for these feed ingredients can significantly affect our earnings. The production of feed ingredients is affected by, among other things, weather patterns throughout the world, the global level of supply inventories and demand for grain and other feed ingredients, as well as the agricultural policies of the U.S. and foreign governments.

We do not have facilities of our own to raise cattle in the United States; however, our beef facility in Canada has a feedyard that supplies approximately 20% of its live cattle needs. At times in the United States, we raise a small number of cattle under contract at feedyards owned by third parties; however, most of the cattle we process are purchased from independent producers. We have cattle buyers located throughout cattle producing areas that visit feed yards and buy live cattle on the open spot market. We also enter into various risk-sharing and procurement arrangements with producers that help secure a supply of livestock for daily start-up operations at our facilities. The majority of our live swine supply is obtained through various procurement arrangements with independent producers. We employ buyers who purchase hogs on a daily basis, generally a few days before the animals are required for processing. In addition, we raise live swine and sell feeder pigs to independent producers for feeding to processing weight, and have contract growers feed a minimal amount of company owned live swine for our own processing needs. Any decrease in the supply of cattle or swine on the spot market could increase the price of these raw materials and further increase our per head cost of production due to lower capacity utilization, which could adversely affect our financial results.

Market demand for our products may fluctuate due to competition from global and domestic food processors.

We face competition from other global, national and regional food producers and processors. The factors on which we compete include:

- price;
- product safety and quality;
- brand identification;

breadth and depth of the product offering;

availability of our products;

customer service; and

credit terms.

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Demand for our products also is affected by competitors promotional spending, the effectiveness of our advertising and marketing programs, and the availability or price of competing proteins which could, at times, affect demand for our products.

Outbreaks of livestock diseases can significantly affect our ability to conduct our operations and demand for our products.

The demand for our products can be significantly affected by outbreaks of livestock diseases, and such occurrences can have a significant impact on our financial results. Efforts are taken to control disease risks by adherence to good production practices and extensive precautionary measures designed to ensure the health of livestock. However, the outbreaks of disease and other events which may be beyond our control, either in our own livestock or cattle and hogs owned by independent producers who sell livestock to us, could significantly affect demand for our products, consumer perceptions of certain protein products, the availability of livestock for purchase by us and our ability to conduct our operations. Moreover, the outbreak of livestock diseases, particularly in our Chicken segment, could have a significant effect on the livestock we own by requiring us to, among other things, destroy any affected livestock. Furthermore, an outbreak of disease could result in governmental restrictions on the import and export of our fresh chicken, beef or other products to or from our suppliers, facilities or customers. This could also create adverse publicity that may have an adverse effect on our ability to market our products successfully and on our financial results.

H5N1. In recent months there has been substantial publicity regarding a highly pathogenic strain of avian influenza, known as H5N1, which has been affecting Asia since 2002 and which has recently been found in other parts of the world. It is widely believed that H5N1 is being spread by migratory birds, such as ducks and geese. There have also been some cases where H5N1 is believed to have passed from birds to humans as humans came into contact with live birds that were infected with the disease. Public concerns about H5N1 have led to a reduction in demand and price for our poultry products outside of the United States. Although H5N1 has not yet been identified in North America, there have been outbreaks of low pathogenic strains of avian influenza in North America, including in the U.S. in 2002 and 2004 and in Mexico for the past several years that, from time to time, have impacted our operations. Further, these low pathogenic outbreaks have not generated the same level of concern, or received the same level of publicity or been accompanied by the same reduction in demand for poultry products in certain countries as that associated with the highly pathogenic H5N1 strain. Accordingly, even if the H5N1 strain does not spread to North America, there can be no assurance that it will not significantly adversely affect demand for North American produced poultry internationally and/or domestically, and, if it were to spread to North America, there can be no assurance that it would not significantly affect our ability to conduct our operations and/or demand for our products, in each case in a manner having a significant adverse effect on our financial results.

BSE. In December 2003, the U.S. Department of Agriculture (USDA) announced that a single case of bovine spongiform encephalopathy (BSE) had been diagnosed in a Washington State dairy cow. The origin of the animal was subsequently traced to a farm in Canada. Shortly after the announcement, several countries (including Japan and South Korea) closed their borders to the importation of edible beef products from the United States. Responding to the loss of export markets, live cattle prices in the United States declined by approximately 18% during the following week. Also in 2003, the Canadian government announced the first confirmed case of BSE in Canada which led the USDA to close the United States border to the import of live Canadian cattle. This reduced the supply of live cattle available for processing at our domestic facilities and contributed to lower facility capacity utilization. The confirmed case in Canada also led several countries to close their borders to the import of edible beef products from Canada, which affected the international sales of our Lakeside, Alberta facility. In June 2005, the USDA announced a second confirmed case of BSE in the United States and in March 2006, announced the third confirmed case, furthering uncertainty as to whether or when certain closed markets may reopen, and whether or when existing open markets may close. A number of these countries subsequently reopened their borders to U.S. and Canadian beef; however, Japan recently closed its borders again due to the inadvertent shipment of restricted product by a small processor of veal.

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We are subject to risks associated with our international operations, which could negatively affect our sales to customers in foreign countries as well as our operations and assets in such countries.

In fiscal year 2005, we derived approximately 21% of income before taxes from foreign operations and we exported our products to more than 80 foreign countries. Our major export markets include Canada, China, the European Union, Japan, Mexico, Puerto Rico, Russia, Taiwan and South Korea. Our export sales for fiscal year 2005 totaled $2.1 billion. In addition, we had approximately $202 million of long-lived assets located in foreign countries, primarily Canada and Mexico, at the end of the 2005 fiscal year.

As a result, we are subject to various risks and uncertainties relating to international sales and operations, including:

- the imposition of tariffs, quotas, trade barriers, other trade protection measures imposed by foreign countries in regards to the import of poultry, beef and pork products, in addition to various import or export licensing requirements imposed by various foreign countries;
- the closing of borders by foreign countries to the import of poultry, beef and pork due to animal disease or other perceived health or safety issues;
- the impact of currency exchange rate fluctuations between the U.S. dollar and foreign currencies, particularly the Canadian dollar, the Mexican peso, the European euro, the British pound sterling, the Brazilian real and the Chinese yuan;
- foreign political and economic conditions;
- difficulties and costs associated with complying with, and enforcing remedies under, a wide variety of complex domestic and international laws, treaties and regulations, including, without limitation, the Foreign Corrupt Practices Act;
- different regulatory structures and unexpected changes in regulatory environments;
- tax rates that may exceed those in the United States and earnings that may be subject to withholding requirements and incremental taxes upon repatriation;
- potentially negative consequences from changes in tax laws; and
- increased costs, disruptions in shipping or reduced availability of freight transportation.

The occurrence of any of these events in the markets where we operate or in other developing markets could jeopardize or limit our ability to transact business in those markets and could adversely affect our revenues and operating results.

We depend on the availability of, and good relations with, our employees.

We have approximately 114,000 employees, of which approximately 34,000 are covered by collective bargaining agreements or are members of labor unions. Our operations depend on the availability and relative costs of labor and maintaining good relations with employees and the labor unions. If we fail to maintain good relations with our employees or with the unions, we may experience labor strikes or work stoppages.

We depend on contract growers and independent producers to supply us with livestock

We contract primarily with independent contract growers to raise our live chickens that are processed in our poultry operations. A majority of our cattle and hogs are purchased from independent producers who sell the livestock to the company under marketing contracts or on the open market. If we do not attract and maintain contracts with our growers, or maintain marketing relationships with independent producers, our production operations could be negatively impacted.

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If our products become contaminated, we may be subject to product liability claims and product recalls.

Our products may be subject to contamination by disease-producing organisms or pathogens, such as Listeria monocytogenes, Salmonella and generic E. coli. These pathogens are found generally in the environment and, therefore, there is a risk that they, as a result of food processing, could be present in our products. These pathogens can also be introduced to our products as a result of improper handling at the further processing, foodservice or consumer level. These risks may be controlled, but may not be eliminated, by adherence to good manufacturing practices and finished product testing. We have little, if any, control over proper handling procedures once our products have been shipped for distribution. Even an inadvertent shipment of contaminated products may be a violation of law and may lead to increased risk of exposure to product liability claims, product recalls (which may not entirely mitigate the risk of product liability claims), increased scrutiny and penalties, including injunctive relief and plant closings, by federal and state regulatory agencies, and adverse publicity which could exacerbate the associated negative consumer reaction. Any of these occurrences may have an adverse effect on our financial results.

Our operations are subject to the general risks of litigation.

We are involved on an ongoing basis in litigation arising in the ordinary course of business or otherwise. Trends in litigation may include class actions involving consumers, shareholders, employees or injured persons, and claims relating to commercial, labor, employment, antitrust, securities or environmental matters. Litigation trends and the outcome of litigation cannot be predicted with certainty and adverse litigation trends and outcomes could significantly adversely affect our financial results.

Our level of indebtedness and the terms of our indebtedness could adversely affect our business and liquidity position.

At December 31, 2005, we had approximately $3.0 billion of indebtedness outstanding. Moreover, we had a borrowing capacity of $1.5 billion, consisting of $785 million available under our $1.0 billion unsecured revolving credit facility and $750 million under our accounts receivable securitization. We expect that our indebtedness, including borrowings under our credit agreement, may increase from time to time in the future for various reasons, including fluctuations in operating results, capital expenditures and possible acquisitions. Our consolidated indebtedness level could significantly affect our business because:

- it may significantly limit or impair our ability to obtain financing in the future;
- a downgrade in our credit rating could restrict or impede our ability to access capital markets at attractive rates and increase our borrowing costs;
- it may reduce our flexibility to respond to changing business and economic conditions or to take advantage of business opportunities that may arise;
- a portion of our cash flow from operations must be dedicated to interest payments on our indebtedness and is not available for other purposes, which amount would increase if prevailing interest rates rise; and
- it may restrict our ability to pay dividends.

In addition, our credit agreement requires us to meet specified financial ratios and limits our ability to enter into various transactions. Our ability to meet those financial ratios can be affected by events beyond our control, and we cannot assure you that we will meet those ratios. As of March 2, 2006, we entered into an agreement with the lenders under our revolving credit facility to amend the debt/EBITDA covenant, providing us with the financial flexibility we need to operate under current market conditions. If we default on any of our indebtedness, or if we are unable to obtain necessary liquidity, our indebtedness would be due and payable immediately and our business could be significantly adversely affected.

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Domestic and international government regulations could impose material costs.

Our operations are subject to extensive federal, state and foreign laws and regulations by authorities that oversee food safety standards and the processing, packaging, storage, distribution, advertising and labeling of our products. Our facilities for processing chicken, beef, pork, prepared foods, milling feed and for housing live chickens and swine are subject to a variety of federal, state and local laws relating to the protection of the environment, including provisions relating to the discharge of materials into the environment, and to the health and safety of our employees. Our chicken, beef and pork processing facilities are participants in the government s Hazardous Analysis Critical Control Point (HACCP) program and are subject to the Public Health Security and Bioterrorism Preparedness and Response Act of 2002. In addition, our chicken, beef, pork and prepared foods products are subject to inspection prior to distribution, primarily by the United States Department of Agriculture and the United States Food and Drug Administration. Loss of or failure to obtain necessary permits and registrations could delay or prevent us from meeting current product demand, introducing new products, building new facilities or acquiring new businesses and could adversely affect operating results. Additionally, we are routinely subject to new or modified laws, regulations and accounting standards. If we are found to be out of compliance with applicable laws and regulations in these or other areas, we could be subject to civil remedies, including fines, injunctions, recalls or asset seizures, as well as potential criminal sanctions, any of which could have a significant adverse effect on our financial results.

A material acquisition could affect our operations and financial condition.

We continually evaluate potential acquisitions and we may seek to expand our business through the acquisition of companies, processing plants, technologies, products and services from others, which could include material acquisitions. A material acquisition may involve a number of risks, including:

- failure to realize the anticipated benefits of the acquisition;
- difficulty integrating acquired businesses, technologies, operations and personnel with our existing business;
- diversion of management attention in connection with negotiating acquisitions and integrating the businesses acquired;
- exposure to unforeseen or undisclosed liabilities of acquired companies; and
- the need to obtain additional debt or equity financing for any acquisition which, if obtained, could significantly affect our various financial ratios.

We may not be able to address these problems and successfully develop these acquired companies or businesses into profitable units of our company. If we are unable to do this, expansion could adversely affect our financial results.

Market fluctuations could harm our operating results as we hedge certain transactions.

Our business is exposed to fluctuating market conditions, and we use derivative financial instruments to reduce our exposure to various market risks including changes in commodity prices, interest rates and foreign exchange rates, as well as credit risk concentrations. We hold certain positions, primarily in grain and livestock futures, that do not qualify as hedges for financial reporting purposes. These positions are marked to fair value and the unrealized gains and losses are reported in earnings at each reporting date. Therefore, losses on these contracts adversely affect our reported operating results. For those positions which do qualify as hedges for financial reporting purposes, if commodity prices are decreasing, our cost of goods could be more than parties purchasing commodities on the open market. Thus, although these hedges protect us from upward movements in prices for commodity products, the use of such instruments may limit our ability to participate in cost savings from declining commodity prices.

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Deterioration of economic conditions could harm our business.

Our business may be adversely affected by changes in national or global economic conditions, including inflation, interest rates, availability of capital markets, consumer spending rates, energy availability and costs (including fuel surcharges), and the effects of governmental initiatives to manage economic conditions. Any such changes could significantly adversely affect the demand for our beef, poultry and pork products, or the cost and availability of our needed raw materials, cooking ingredients and packaging materials, thereby adversely affecting our financial results.

Changes in consumer preference could adversely affect our business.

The food industry in general is subject to changing consumer trends, demands and preferences. Trends within the food industry change often and failure to identify and react to changes in these trends could lead to, among other things, reduced demand and price reductions for our products, and could have an adverse effect on our financial results.

The loss of one or more of our largest customers could adversely affect our business.

Our business could suffer significant set backs in revenues and operating income if our customers plans and/or markets should change significantly, or if we lost one or more of our largest customers, including, for example, Wal-Mart Stores, Inc. who accounted for approximately 13.0% of our revenues in 2005. Many of our agreements with our customers are generally short-term, due primarily to the nature of our products, industry practice and the fluctuation in demand and price for our products.

Extreme weather or natural disasters could adversely affect our business.

Extreme weather or natural disasters, including droughts, floods, excessive cold or heat, hurricanes or other storms, could impair the health or growth of our livestock or interfere with our operations due to power outages, fuel shortages, damage to our production and processing facilities or disruption of transportation channels, among other things. Any of these factors could have an adverse effect on our financial results.

Members of the Tyson family can exercise significant control over us.

As of December 31, 2005, members of the Tyson family beneficially owned, in the aggregate, 99.98% of our outstanding Class B common stock and 1.46% of our outstanding Class A common stock, giving them control of over 80% of the total voting power of our outstanding common stock. In addition, three members of the Tyson family serve on our Board of Directors. As a result, members of the Tyson family have the ability to exert substantial influence or actual control over our management and affairs and over substantially all matters requiring action by our stockholders, including amendments to our restated certificate of incorporation and by-laws, the election and removal of directors, any proposed merger, consolidation or sale of all or substantially all of our assets and other corporate transactions. This concentration of ownership may also have the effect of delaying or preventing a change in control otherwise favored by our other stockholders and could depress our stock price. Additionally, as a result of the Tyson family s significant ownership of our outstanding common stock, we have relied on the controlled company exemption from certain corporate governance requirements of the New York Stock Exchange, and therefore, we have elected not to implement rules that provide for a majority of independent directors, or a nominating committee to identify and recommend nominees to our Board of Directors. Pursuant to these exemptions, the charter of our compensation committee, which is made up of independent directors, is not required to provide the committee with the power to determine the compensation of our executive officers, including our chief executive officer.

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USE OF PROCEEDS

We estimate the net proceeds to us from the sale of the notes will be approximately $ million, after deducting the underwriters discounts and other expenses of the offering payable by us. We expect to use the net proceeds of this offering toward the repayment of our outstanding $750 million principal amount of 7.25% Notes due October 1, 2006 and for other general corporate purposes. Pending any specific application, the net proceeds from the offering may be invested in short-term marketable securities.

CAPITALIZATION

The following table sets forth our consolidated capitalization as of December 31, 2005, and as adjusted to give effect to the issuance and sale of the notes and the use of the proceeds from this offering as set forth under Use of Proceeds above. This table should be read in conjunction with our consolidated financial statements and related notes incorporated by reference in the accompanying prospectus. See Where You Can Find More Information in the accompanying prospectus.

	December 31, 2005	
	Actual	**As Adjusted**
	($ in millions, except par value)	
Long-term debt:		
Senior notes and notes (rates ranging from 6.13% to 8.25%)	$ 2,529	
Term loan (5.12% effective rate at December 31, 2005)	345	
Institutional notes (10.84% effective rate at December 31, 2005)	10	
Leveraged equipment loans (rates ranging from 4.67% to 5.99%)	57	
Other	47	
Notes offered hereby		
Less current debt		