

TYSON DONALD J
Form 4
April 17, 2009

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 *
TYSON FOODS INC

2. Issuer Name and Ticker or Trading Symbol
SYNTROLEUM CORP [("SYNM")]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2200 DON TYSON PARKWAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/16/2009

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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
X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 04/16/2009 | | M ⁽¹⁾ | V | 8,000,000 | A | \$ 0.01 |
| | | | | | 8,000,000 | D | |

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

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(9-02)

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

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| 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-----------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Warrants | \$ 0.01 | 04/16/2009 | | M ⁽¹⁾ | 8,000,000 | 10/21/2008 | 10/20/2012 | Common Stock | 8,000,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TYSON FOODS INC 2200 DON TYSON PARKWAY SPRINGDALE, AR 72762 | | X | | |
| TYSON LIMITED PARTNERSHIP 2200 DON TYSON PARKWAY SPRINGDALE, AR 72762 | | X | | |
| TYSON DONALD J 2200 DON TYSON PARKWAY SPRINGDALE, AR 72762 | | X | | |

Signatures

By: by: R. Read Hudson, Vice President, Assoc. General Counsel and Secretary 04/17/2009

__Signature of Reporting Person Date

By: Donald J. Tyson, Managing General Partner for 04/17/2009

__Signature of Reporting Person Date

/s/ Tyson, Donald J. 04/17/2009

__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) On April 16, 2009, Tyson Foods, Inc. ("Tyson") exercised the Warrants granted on October 21, 2008 to purchase 8,000,000 shares of the issuer's common stock at the purchase price of \$0.01 per share. The Warrants are owned directly by Tyson and may be deemed to be beneficially owned (i) by the Tyson Limited Partnership ("TLP") which has 69.76% of the voting rights in Tyson and (ii) by Donald J. Tyson who has approximately 54% combined interest as a general and limited partner in the TLP and therefore the TLP and Donald J. Tyson have an indirect beneficial ownership in the common stock held by Tyson. The TLP and Donald J. Tyson disclaim any beneficial ownership in the common stock held by Tyson.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.