

TYSON FOODS INC

Form 4

November 30, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Smith Donald

(Last) (First) (Middle)

2200 W DON TYSON PARKWAY

(Street)

SPRINGDALE, AR 72762

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TYSON FOODS INC [TSN]

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

09/20/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

CEO

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

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)
Class A Common Stock	09/20/2016		J ⁽¹⁾	185.305	A \$ 0	215,256.2037 (2)	D
Class A Common Stock	11/17/2016		J ⁽³⁾	551.7662	A \$ 0	3,294.3547	I Employee Stock Purchase Plan
Class A Common Stock	11/28/2016		M ⁽⁴⁾	77,467.505	A \$ 0	292,723.7087 (2)	D
	11/28/2016		F ⁽⁵⁾	37,844	D \$ 0		D

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Class A
Common
Stock 254,879.7087
(2)

Class A
Common 11/28/2016 F(6) 15,781 D \$ 0 239,098.7087 D
Stock (2)

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)

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Performance Shares	(4)	11/28/2016		M	100,566	(4) (4)	Class A Common Stock 100,566

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Donald 2200 W DON TYSON PARKWAY SPRINGDALE, AR 72762	X		CEO	

Signatures

/s/Donald Smith 11/30/2016

**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 shares of the Issuer's Class A Common Stock received by the Reporting Person pursuant to the Issuer's dividend reinvestment plan since the last Statement of Changes in Beneficial Ownership was filed by the Reporting Person. Such acquisitions are exempt from

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Section 16 concurrent reporting requirements pursuant to Rule 16a-11.

Includes 32,303.498 shares of Class A Common Stock which vested as described in footnote 6 and 58,695.430 shares of Class A

- (2) Common Stock which vest on or about January 1, 2017 pursuant to the Transition, Non-Compete and Consulting Agreement by and between the Issuer and the Reporting Person.

Represents shares of the Issuer's Class A Common Stock purchased for the Reporting Person's account under the Issuer's Employee Stock

- (3) Purchase Plan since the last Statement of Changes in Beneficial Ownership was filed by the Reporting Person. Such acquisitions are exempt from Section 16 concurrent reporting requirements pursuant to Rule 16b-3.

On November 22, 2013 the Reporting Person received a grant of 100,566 performance shares which vested (in whole or in part) or expired on November 28, 2016 subject to the achievement of performance metrics in the applicable Stock Incentive Agreement. The performance metrics were (a) a cumulative adjusted earnings before interest and taxes (EBIT) target of \$6,344 million for the 2014-2016

- (4) fiscal years and (b) a favorable comparison of the Issuer's Class A common stock price relative to the stock prices of a predetermined peer group of publicly traded companies over the 2014-2016 fiscal years. The performance shares could vest at a level of 50%-200% and were previously reported as derivative securities at the 200% level. On November 28, 2016, 77,467.505 shares vested and are reported herein as acquired non-derivatives securities.

- (5) Pursuant to an election made by the Reporting Person, 37,844 shares were sold by the Reporting Person to the Issuer on November 28, 2016, to satisfy tax withholding obligations related to the vesting described in footnote 4.

On November 28, 2016, 32,303.498 shares of restricted Class A Common Stock vested. These shares were previously reported as

- (6) beneficially owned by the Reporting Person. Pursuant to an election made by the Reporting Person, 15,781 shares were sold by the Reporting Person to the Issuer on November 28, 2016, to satisfy tax withholding obligations.

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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