

TYSON FOODS INC
Form 3
February 17, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Rouse Scott		(Month/Day/Year)	TYSON FOODS INC [TSN]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		02/14/2017		
2200 W. DON TYSON PARKWAY			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
SPRINGDALE, Â AR Â 72762			(give title below)	(specify below)
(City)	(State)	(Zip)	Chief Customer Officer	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	1,915.7746	I	Employee Stock Purchase Plan
Class A Common Stock	17,901.5128 ⁽¹⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Options (Right to Buy)	11/22/2014 ⁽²⁾	11/22/2023	Class A Common Stock	6,966	\$ 31.82	D	Â
Non-Qualified Stock Options (Right to Buy)	11/21/2015 ⁽²⁾	11/21/2024	Class A Common Stock	13,933	\$ 42.26	D	Â
Non-Qualified Stock Options (Right to Buy)	11/30/2016 ⁽²⁾	11/30/2025	Class A Common Stock	6,539	\$ 50	D	Â
Non-Qualified Stock Options (Right to Buy)	11/28/2017 ⁽²⁾	11/28/2026	Class A Common Stock	7,452	\$ 58.34	D	Â
Performance Shares	Â ⁽³⁾	Â ⁽³⁾	Class A Common Stock	6,000	\$ ⁽³⁾	D	Â
Performance Shares	Â ⁽⁴⁾	Â ⁽⁴⁾	Class A Common Stock	6,856.36	\$ ⁽⁴⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rouse Scott 2200 W. DON TYSON PARKWAY SPRINGDALE, AR 72762	Â	Â	Â Chief Customer Officer	Â

Signatures

/s/ Scott Rouse 02/17/2017

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Includes 2,164.6158 shares of Class A Common Stock which vest on November 21, 2017; 1,519.883 shares of Class A Common Stock which vest on November 30, 2018; 1,720.294 shares of Class A Common Stock which vest on November 28, 2019; and 7,668.759 shares of Class A Common Stock which vest on February 14, 2020 if the performance metrics described in the applicable Stock Incentive Agreement are achieved.
- (2) The stock options vest at 33 1/3% on each of the first, second, and third anniversary dates of the grant.
- (3) Award of performance Class A Common Stock which vests on the fourth business day following the filing of the Issuer's Annual Report on Form 10-K for its 2018 fiscal year if the performance metrics described in the applicable Stock Incentive Agreement are achieved. The

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performance criteria set forth in the Stock Incentive Agreement are (1) achievement of a three year (fiscal 2016-2018) cumulative EBIT target and (2) a favorable comparison of the market price of the Issuer's Class A Common Stock to a predetermined peer group of publicly traded companies over a three year (fiscal 2016-2018) period. Subject to the achievement of the performance criteria, the performance shares could vest at a level of 50%-200% and are reported as derivative securities at the 200% level. If neither of the performance criteria is achieved, the award expires.

- (4) Award of performance Class A Common Stock which vests on November 18, 2019 if the performance metrics described in the applicable Stock Incentive Agreement (the Incentive Agreement) are achieved. The performance criteria are (1) achievement of a three year (fiscal 2017-2019) cumulative EBIT target as set forth in the Incentive Agreement and (2) a comparison of the total shareholder return of the Issuer's Class A Common Stock to a peer group of publicly traded companies selected by the Compensation Committee of the Board of Directors of Issuer over a three year (fiscal 2017-2019) period, as more particularly described in the Incentive Agreement. If neither of the performance metrics is achieved, the award expires. Subject to the achievement of the performance criteria, the performance shares could vest at a level of 50%-200% and are reported as derivative securities as the 200% level. If neither of the performance criteria is achieved, the award expires.

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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