

TYSON FOODS INC
Form 4
May 17, 2017

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 *
Ramsey Douglas Wayne

(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)
05/12/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
President Poultry

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | | | | | 4,992.4788 (1) | D | |
| Class A Common Stock | | | | | 95.3337 | I | Employee Stock Purchase Plan |
| Class A Common Stock | 05/12/2017 | | A | | 10,645.604 (2) | A | \$ 0 |
| | | | | | 15,638.0828 (3) | D | |

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ramsey Douglas Wayne 2200 W DON TYSON PARKWAY SPRINGDALE, AR 72762 | | | President Poultry | |

Signatures

/s/ Douglas W. Ramsey 05/17/2017

 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) Includes 2,172.3438 shares of Class A Common Stock which vest on November 21, 2017; 1,525.309 shares of Class A Common Stock which vest on November 30, 2018 and 1,294.826 shares of Class A Common Stock which vest on November 28, 2019.
Award of Class A Common Stock which vests on May 12, 2020 if the performance metric described in the applicable Stock Incentive Agreement (the Incentive Agreement) is achieved and the Reporting Person is employed by the Issuer on the vesting date. The performance metrics are achievement of a two year (fiscal 2017-2019) cumulative EBIT target as set forth in the Incentive Agreement. If the performance metric is not achieved, the award expires.
- (3) Includes 2,172.3438 shares of Class A Common Stock which vest on November 21, 2017; 1,525.309 shares of Class A Common Stock which vest on November 30, 2018; 1,294.826 shares of Class A Common Stock which vest on November 28, 2019 and 10,645.604 shares

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of Class A Common Stock which vest on May 12, 2020.

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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