

Rouse Scott  
Form 4  
November 21, 2018

**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 \*  
Rouse Scott

(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)

09/18/2018

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)

EVP & Chief Customer Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>Common<br>Stock            | 09/18/2018                              |                                                             | J <sup>(1)</sup>                     | 134.206                                                                 | A \$ 0                                                                                                             | 21,335.0258<br><sup>(2)</sup>                                           | D                                                                 |
| Class A<br>Common<br>Stock            | 11/15/2018                              |                                                             | J <sup>(3)</sup>                     | 455.8628                                                                | A \$ 0                                                                                                             | 2,503.4986                                                              | I<br>Employee<br>Stock<br>Purchase<br>Plan                        |
| Class A<br>Common<br>Stock            | 11/19/2018                              |                                                             | A <sup>(4)</sup>                     | 5,469.539                                                               | A \$ 0                                                                                                             | 26,804.5648<br><sup>(5)</sup>                                           | 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 Underlying (Instr. 3 and 4) |                 |                      |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|------------------------------------------|-----------------|----------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                         | Expiration Date | Title                |
| Non-Qualified Stock Options (Right to Buy) | \$ 59.42                                               | 11/19/2018                           |                                                    | A <sup>(6)</sup>               |                                                                                         | 28,635                                                   |     | 11/19/2019                               | 11/19/2028      | Class A Common Stock |
| Performance Shares                         | <u>(7)</u>                                             | 11/19/2018                           |                                                    | A                              |                                                                                         | 21,878.156                                               |     | <u>(7)</u>                               | <u>(7)</u>      | Class A Common Stock |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships                    |
|------------------------------------------------------------------|----------------------------------|
|                                                                  | Director 10% Owner Officer Other |
| Rouse Scott<br>2200 W. DON TYSON PARKWAY<br>SPRINGDALE, AR 72762 | EVP & Chief Customer Officer     |

## Signatures

/s/ R. Read Hudson by Power of Attorney for Scott Rouse  
 11/21/2018  
 \*\*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 Section 16 concurrent reporting requirements pursuant to Rule 16a-11.
- (2) Includes 1,556.504 shares of Class A Common Stock which vest on November 30, 2018; 1,759.676 shares of Class A Common Stock which vest on November 18, 2019; 7,880.110 shares of Class A Common Stock which vest on February 14, 2020 if the performance metric described in the applicable Stock Incentive Agreement (the "SIA") is achieved; and 3,912.222 shares of Class A Common Stock which vest on November 13, 2020 if the performance metric described in the applicable SIA is achieved.

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- 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.

- Award of Class A Common Stock which vests on November 29, 2021 if the performance metric described in the applicable SIA is
- (4) achieved. The performance metric is the achievement of a three year (fiscal 2019-2021) cumulative adjusted operating income target as set forth in the SIA. If the performance metric is not achieved, the award expires.

- Includes 1,556,504 shares of Class A Common Stock which vest on November 30, 2018; 1,759,676 shares of Class A Common Stock which vest on November 18, 2019; 7,880,110 shares of Class A Common Stock which vest on February 14, 2020 if the performance
- (5) metric described in the applicable SIA is achieved; 3,912,222 shares of Class A Common Stock which vest on November 13, 2020 if the performance metric described in the applicable SIA is achieved; and 5,469,539 shares of Class A Common Stock which vest on November 29, 2021 if the performance metric described in the applicable Stock Incentive Agreement is achieved.
- (6) The stock options vest at 33 1/3% on each of the first, second, and third anniversary dates of the grant.

- Award of performance Class A Common Stock which vests on November 29, 2021 if the performance metrics described in the applicable SIA are achieved. The performance metrics set forth in the SIA are (1) achievement of a three year (fiscal 2019-2021) cumulative
- (7) operating income target and (2) a favorable comparison of the relative total shareholder return of the Issuer's Class A Common Stock compared to a predetermined peer group of publicly traded companies over a three year (fiscal 2019-2021) period. Subject to the achievement of the performance metrics, the performance shares could vest at a level of 50 to 200 percent and are reported as derivative securities at the 200 percent level. If neither of the performance metrics are 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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