

TYSON FOODS INC
Form 4
November 30, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Smith Donald

2. Issuer Name and Ticker or Trading Symbol
TYSON FOODS INC [TSN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/20/2016

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

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

Employee Stock Purchase Plan

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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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