

TYSON FOODS INC

Form 4

May 27, 2014

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 *
Lochner James V

(Last) (First) (Middle)

2200 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)

12/19/2013

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)

Chief Operating 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 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)
Class A Common Stock	12/19/2013		J ⁽¹⁾	275 A \$ 0	2,486	I	Employee Stock Purchase Plan
Class A Common Stock	01/15/2014		J ⁽²⁾	2,485 D \$ 0	1	I	Employee Stock Purchase Plan
Class A Common Stock	01/15/2014		J ⁽²⁾	2,485 A \$ 0	241,703 ⁽³⁾	D	

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Class A Common Stock	03/14/2014	J ⁽⁴⁾	257	A	\$ 0	241,960 ⁽³⁾	D	
Class A Common Stock	03/27/2014	J ⁽⁵⁾	837	A	\$ 0	838	I	Employee Stock Purchase Plan
Class A Common Stock	04/02/2014	J ⁽²⁾	670	D	\$ 0	168	I	Employee Stock Purchase Plan
Class A Common Stock	04/02/2014	J ⁽²⁾	670	A	\$ 0	242,630 ⁽⁶⁾	D	
Class A Common Stock	05/22/2014	J ⁽⁷⁾	435	A	\$ 0	603	I	Employee Stock Purchase Plan
Class A Common Stock	05/22/2014	S	85,185	D	\$ 39.0269	157,445 ⁽⁶⁾	D	
Class A Common Stock	05/22/2014	M	10,000	A	\$ 4.9	167,445 ⁽⁶⁾	D	
Class A Common Stock	05/22/2014	M	108,333	A	\$ 16.19	275,778 ⁽⁶⁾	D	
Class A Common Stock	05/22/2014	M	108,333	A	\$ 19.63	384,111 ⁽⁶⁾	D	
Class A Common Stock	05/22/2014	M	64,234	A	\$ 19.36	448,345 ⁽⁶⁾	D	
Class A Common Stock	05/22/2014	S	290,900	D	\$ 39.0687 ⁽⁸⁾	157,445 ⁽⁶⁾	D	

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)

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Underlying Security
Non-Qualified Stock Options (Right to Buy)	\$ 4.9	05/22/2014		M		10,000		11/14/2010	11/14/2018	Class A Common Stock	1,000,000
Non-Qualified Stock Options (Right to Buy)	\$ 16.19	05/22/2014		M		108,333		11/29/2011	11/29/2020	Class A Common Stock	1,000,000
Non-Qualified Stock Options (Right to Buy)	\$ 19.63	05/22/2014		M		108,333		11/28/2012	11/28/2021	Class A Common Stock	1,000,000
Non-Qualified Stock Options (Right to Buy)	\$ 19.36	05/22/2014		M		64,234		11/26/2013	11/26/2022	Class A Common Stock	642,340

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lochner James V 2200 DON TYSON PARKWAY SPRINGDALE, AR 72762			Chief Operating Officer	

Signatures

/s/ R. Read Hudson by Power of Attorney for James V.
Lochner

05/27/2014

__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).
- Represents shares of the Issuer's Class A Common Stock purchased for the Reporting Person's account under the Issuer's Employee Stock Purchase Plan since the last Statement of Changes in Beneficial Ownership was filed by the Reporting Person. Such acquisitions are exempt from Section 16 reporting requirements pursuant to Rule 16b-3.
- (1) The Reporting Person transferred shares from his Employee Stock Purchase Plan account into his personal stock account thereby changing the ownership of the Class A Common Stock from indirect to direct.
- (2) Includes 62,825 shares of Class A Common Stock which vest on the fourth business day following the filing the Issuer's Annual Report on Form 10-K for its 2016 fiscal year if the performance metrics described in the applicable Stock Incentive Agreement (the Incentive Agreement) are achieved. The performance metrics are achievement of a three year (fiscal 2014-2016) cumulative EBIT target as set forth in the Incentive Agreement. If the performance metrics are not achieved, the award expires.
- (3)

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- 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 reporting requirements pursuant to Rule 16a-11.
- (4) Represents shares of the Issuer's Class A Common Stock purchased for the Reporting Person's account under the Issuer's Employee Stock Purchase Plan since December 19, 2013. Such acquisitions are exempt from Section 16 reporting requirements pursuant to Rule 16b-3.
- Includes 63,082 shares of Class A Common Stock which vest on the fourth business day following the filing the Issuer's Annual Report on Form 10-K for its 2016 fiscal year if the performance metrics described in the applicable Stock Incentive Agreement (the Incentive Agreement) are achieved. The performance metrics are achievement of a three year (fiscal 2014-2016) cumulative EBIT target as set forth in the Incentive Agreement. If the performance metrics are not achieved, the award expires.
- (6) Represents shares of the Issuer's Class A Common Stock purchased for the Reporting Person's account under the Issuer's Employee Stock Purchase Plan since March 27, 2014. Such acquisitions are exempt from Section 16 reporting requirements pursuant to Rule 16b-3.
- This is a weighted average price. These shares were sold in multiple transactions on May 22, 2014 at prices ranging from \$38.87 to \$39.18, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within this range.
- (8)

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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