

TYSON FOODS INC
Form 4
November 30, 2016

FORM 4

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

OMB APPROVAL

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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 *
Stouffer Stephen R

(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)

09/20/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President of Fresh Meats

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 09/20/2016 | | J ⁽¹⁾ | | 167.5838 | A | \$ 0 |
| | | | | | 32,981.814 ⁽²⁾ | D | |
| Class A Common Stock | 11/17/2016 | | J ⁽³⁾ | | 159.1384 | A | \$ 0 |
| | | | | | 2,677.341 | I | |
| | | | | | | | Employee Stock Purchase Plan |
| Class A Common Stock | 11/28/2016 | | M ⁽⁴⁾ | | 22,465.576 | A | \$ 0 |
| | | | | | 55,447.39 ⁽²⁾ | D | |
| | 11/28/2016 | | F ⁽⁵⁾ | | 9,426 | D | \$ 0 |
| | | | | | 46,021.39 ⁽²⁾ | D | |

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Class A
Common
Stock

Class A
Common 11/28/2016 F⁽⁶⁾ 3,930 D \$ 0 42,091.39 ⁽⁷⁾ D
Stock

Class A
Common 11/28/2016 A⁽⁸⁾ 7,250.9 A \$ 0 49,342.29 ⁽⁹⁾ D
Stock

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 a Underly (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|----------|--|------------------|-------------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | |
| Performance Shares | ⁽⁴⁾ | 11/28/2016 | | M | | 29,164 | ⁽⁴⁾ | ⁽⁴⁾ | Class Comm Stock |
| Non-Qualified Stock Options (Right to Buy) | \$ 58.34 | 11/28/2016 | | A ⁽¹⁰⁾ | | 31,522 | 11/28/2017 | 11/28/2026 | Class Comm Stock |
| Performance Shares | ⁽¹¹⁾ | 11/28/2016 | | A ⁽¹¹⁾ | | 14,501.8 | ⁽¹¹⁾ | ⁽¹¹⁾ | Class Comm Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Stouffer Stephen R 2200 W DON TYSON PARKWAY SPRINGDALE, AR 72762 | | | President of Fresh Meats | |

Signatures

/s/ R. Read Hudson as Power of Attorney for Stephen R. Stouffer

11/30/2016

__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 9,368.014 shares of Class A Common Stock which vested as described in footnote 6; 6,996.3633 shares of Class A Common Stock which vest on the fourth business day following the filing of the Issuer's Annual Report on Form 10-K for its 2017 fiscal year if the performance metrics described in the applicable Stock Incentive Agreement are achieved; and, 8,513.437 shares of Class A Common Stock which vest on December 1, 2018 if the performance metrics described in the applicable Stock Incentive Agreement are achieved.
- (3) 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 concurrent reporting requirements pursuant to Rule 16b-3.
- (4) On November 22, 2013 the Reporting Person received a grant of 29,164 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 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, 22,465.576 shares vested and are reported herein as acquired non-derivatives securities.
- (5) Pursuant to an election made by the Reporting Person, 9,426 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.
- (6) On November 28, 2016, 9,368.014 shares of restricted Class A Common Stock vested. These shares were previously reported as beneficially owned by the Reporting Person. Pursuant to an election made by the Reporting Person, 3,930 shares were sold by the Reporting Person to the Issuer on November 28, 2016, to satisfy tax withholding obligations.
- (7) Includes 6,996.3633 shares of Class A Common Stock which vest on the fourth business day following the filing of the Issuer's Annual Report on Form 10-K for its 2017 fiscal year if the performance metrics described in the applicable Stock Incentive Agreement are achieved; and, 8,513.437 shares of Class A Common Stock which vest on December 1, 2018 if the performance metrics described in the applicable Stock Incentive Agreement are achieved.
- (8) Award of Class A Common Stock which vests on November 18, 2019 if the performance metric described in the applicable Stock Incentive Agreement is achieved. The performance criterion is achievement of a three year (fiscal 2017-2019) cumulative EBIT target as set forth in the Stock Incentive Agreement. If the performance metric is not achieved, the award expires.
- (9) Includes 6,996.3633 shares of Class A Common Stock which vest on the fourth business day following the filing of the Issuer's Annual Report on Form 10-K for its 2017 fiscal year if the performance metrics described in the applicable Stock Incentive Agreement are achieved; 8,513.437 shares of Class A Common Stock which vest on December 1, 2018 if the performance metrics described in the applicable Stock Incentive Agreement are achieved; and 7,250.9 shares of Class A Common Stock which vest on November 18, 2019 if the performance metric described in the applicable Stock Incentive Agreement is achieved.
- (10) The stock options vest at 33 1/3% on each of the first, second, and third anniversary dates of the grant.
- (11) Award of performance Class A Common Stock which vests on November 18, 2019 if the performance metrics described in the applicable Stock Incentive Agreement are achieved. The performance metrics set forth in the Stock Incentive Agreement are (1) achievement of a three year (fiscal 2017-2019) cumulative EBIT 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 2017-2019) period. Subject to the achievement of the performance metrics, 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 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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