

TYSON FOODS INC
Form 4
February 17, 2017

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 *
White Noel W

(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)
12/19/2016

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)

Chief Operations Officer

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 | 12/19/2016 | | J ⁽¹⁾ | | 211.0797 | A | \$ 0 |
| | | | | | 140,597.4097 | D | ⁽²⁾ |
| Class A Common Stock | 02/09/2017 | | J ⁽³⁾ | | 413.1283 | A | \$ 0 |
| | | | | | 11,142.3828 | I | |
| | | | | | | | Employee Stock Purchase Plan |
| Class A Common Stock | 02/15/2017 | | A ⁽⁴⁾ | | 2,571.56 | A | \$ 65.33 |
| | | | | | 143,168.9697 | D | ⁽⁵⁾ |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| White Noel W 2200 W DON TYSON PARKWAY SPRINGDALE, AR 72762 | | | Chief Operations Officer | |

Signatures

/s/ Noel W. White 02/17/2017

**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).
- 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.
- (1) Includes 11,197.8685 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 (SIA) are achieved; 23,656.8132 shares of Class A Common Stock which vest on July 1, 2018 if the performance metrics described in the applicable SIA are achieved and the Reporting Person is employed by the Issuer on the vesting date; 12,697.226 shares of Class A Common Stock which vest on December 1, 2018 if the performance metrics described in the applicable SIA are achieved; and 10,978.85 shares of Class A Common Stock which vest on November 18, 2019 if the performance metrics described in the applicable SIA are achieved.

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achieved.

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.

- (3) Award of Class A Common Stock which vests on February 14, 2020 if the performance metric described in the applicable Stock Incentive Agreement (the Incentive Agreement) are achieved. The performance metrics are achievement of a two year (fiscal 2018-2019) cumulative EBIT target as set forth in the Incentive Agreement. If the performance metric is not achieved, the award expires.

- (4) Includes 11,197.8685 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 SIA are achieved; 23,656.8132 shares of Class A Common Stock which vest on July 1, 2018 if the performance metrics described in the applicable SIA are achieved and the Reporting Person is employed by Issuer on the vesting date; 12,697.226 shares of Class A Common Stock which vest on December 1, 2018 if the performance metrics described in the applicable SIA are achieved; 10,978.85 shares of Class A Common Stock which vest on November 18, 2019 if the performance metrics described in the applicable SIA are achieved; and 2,571.56 shares of Class A Common Stock which vest on February 14, 2020 if the performance metrics described in the applicable SIA are achieved.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.