

TYSON FOODS INC

Form 4

August 19, 2016

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**TYSON JOHN H**

(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)

**06/15/2016**

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)

Chairman of the Board

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<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) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially Owned<br>Following 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            | 06/15/2016                              |                                                             | J <sup>(1)</sup>                     | 629.8121 A \$ 0                                                         | 2,152,432.4139<br><sup>(2)</sup>                                                                             | D                                                                       |                                                                   |
| Class A<br>Common<br>Stock            | 06/17/2016                              |                                                             | J <sup>(3)</sup>                     | 858.2044 A \$ 0                                                         | 114,598.1256                                                                                                 | I                                                                       | Employee<br>Stock<br>Purchase<br>Plan                             |
| Class A<br>Common<br>Stock            | 08/17/2016                              |                                                             | M                                    | 500,000 A \$ 15.37                                                      | 2,652,432.4139<br><sup>(2)</sup>                                                                             | D                                                                       |                                                                   |
| Class A                               | 08/17/2016                              |                                                             | S                                    | 282,478 D \$                                                            | 2,369,954.4139                                                                                               | D                                                                       |                                                                   |

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Common Stock 74,219 (2)  
(4)

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 Security (Instr. 3 and 4) |                 |                      |           |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|-------------------------------------------------------------|-----------------|----------------------|-----------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                            | Expiration Date | Title                | Amount    |
| Non-Qualified Stock Options (Right to Buy) | \$ 15.37                                               | 08/17/2016                           |                                                    | M                              |                                                                                         | 500,000                                                  |     | 11/17/2008                                                  | 11/17/2016      | Class A Common Stock | 5,000,000 |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships                    |
|----------------------------------------------------------------|----------------------------------|
|                                                                | Director 10% Owner Officer Other |
| TYSON JOHN H<br>2200 DON TYSON PARKWAY<br>SPRINGDALE, AR 72762 | X Chairman of the Board          |

## Signatures

/s/ John Tyson 08/19/2016  
 \*\*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).
- 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 20,148.5740 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 2016 fiscal year if the performance metrics described in the applicable Stock Incentive Agreement are achieved; includes 21,666.302 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

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are achieved; and, includes 25,239.853 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.

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.

This is a weighted average price. These shares were sold in multiple transactions on August 17, 2016 at prices ranging from \$73.89 to

- (4) \$74.42, 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.

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.