

TYSON FOODS INC
Form 4
December 02, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Smith Donald

(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)
09/15/2015

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 & CEO

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 | 09/15/2015 | | J ⁽¹⁾ | | 275.5307 | A | \$ 0 |
| | | | | | 130,463.5307 | D | (2) |
| Class A Common Stock | 11/19/2015 | | J ⁽³⁾ | | 1,682.7207 | A | \$ 0 |
| | | | | | 9,683.7207 | I | |
| Class A Common Stock | 11/23/2015 | | J ⁽⁴⁾ | | 8,682 | D | \$ 0 |
| | | | | | 1,001.7207 | I | |

Employee Stock Purchase Plan
Employee Stock Purchase Plan

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| | | | | | | | |
|----------------------------|------------|------------------|-------------|---|-------|---------------------|---|
| Class A Common Stock | 11/23/2015 | J | 8,682 | A | \$ 0 | 139,145.5307 (2) | D |
| Class A Common Stock | 11/30/2015 | M ⁽⁵⁾ | 157,355.372 | A | \$ 0 | 296,500.9027 (2) | D |
| Class A Common Stock | 11/30/2015 | S ⁽⁶⁾ | 76,869 | D | \$ 50 | 219,631.9027 (2) | D |
| Class A Common Stock | 11/30/2015 | A ⁽⁷⁾ | 53,288.904 | A | \$ 0 | 272,920.8067 (2) | D |
| Class A Common Stock | 11/30/2015 | S ⁽⁸⁾ | 26,032 | D | \$ 50 | 246,888.8067 (2) | D |
| Class A Common Stock | 11/30/2015 | A ⁽⁹⁾ | 31,255 | A | \$ 0 | 278,143.8067 (2) | 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)

| 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 Underly (Instr. 3) |
|---|--|---|---|--------------------------------------|---|---------|--|---------------------|-----------------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | |
| Performance Shares | <u>(5)</u> | 11/30/2015 | | M | | 165,289 | <u>(5)</u> | <u>(5)</u> | Class Comm Stoc |
| Performance Shares | <u>(10)</u> | 11/30/2015 | | A ⁽¹⁰⁾ | | 125,020 | <u>(10)</u> | <u>(10)</u> | Class Comm Stoc |
| Non-Qualified Stock Options (Right to Buy) | \$ 50 | 11/30/2015 | | A ⁽¹¹⁾ | | 136,247 | 11/30/2016 | 11/30/2025 | Class Comm Stoc |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Smith Donald 2200 DON TYSON PARKWAY SPRINGDALE, AR 72762 | | | President & CEO | |

Signatures

/s/ Donald Smith 12/02/2015

**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.

Includes 31,996.2930 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 criterion described in the applicable Stock Incentive Agreement is achieved; and 26,882.2377 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 criterion described in the applicable Stock Incentive Agreement is achieved.
 - (2) 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) The Reporting Person transferred shares from his Employee Stock Purchase Plan account into a certificate thereby changing the ownership of the Class A Common Stock from indirect to direct.

On November 26, 2012 the Reporting Person received a grant of performance shares which vested or expired on November 30, 2015 subject to the achievement of performance criteria in the applicable Stock Incentive Agreement. The performance criteria were (a) a cumulative adjusted earnings before interest and taxes (EBIT) target of \$3,844 million for the 2013-2015 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 2013-2015 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 30, 2015, 157,355.372 shares vested and are reported herein as acquired non-derivatives securities.
 - (4) Pursuant to an election made by the Reporting Person, these shares were sold by the Reporting Person to the Issuer on November 30, 2015, to satisfy tax withholding obligations related to the vesting described in footnote 5.
 - (5) On November 26, 2012, the Reporting Person received a grant of restricted Class A Common Stock which were scheduled to vest on November 30, 2015 provided the Company achieved adjusted EBIT of more than \$100 million in the aggregate for the 2013-2015 fiscal years. On November 30, 2015, 53,288.904 shares of restricted Class A Common Stock vested.
 - (6) Pursuant to an election made by the Reporting Person, these shares were sold by the Reporting Person to the Issuer on November 30, 2015, to satisfy tax withholding obligations related to the vesting described in footnote 7.
 - (7) Award of Class A Common Stock which vests on the fourth business day following the filing of the Issuer's Annual Report on Form 10-K for its 2018 fiscal year if the performance criterion described in the applicable Stock Incentive Agreement is achieved. The performance criterion is achievement of a three year (fiscal 2016-2018) cumulative EBIT target as set forth in the Stock Incentive Agreement. If the performance criterion is not achieved, the award expires.
 - (8) Award of performance Class A Common Stock which vests on the fourth business day following the filing of the Issuer's Annual Report on Form 10-K for its 2018 fiscal year if the performance metrics described in the applicable Stock Incentive Agreement are achieved. The performance criteria set forth in the Stock Incentive Agreement are (1) achievement of a three year (fiscal 2016-2018) cumulative EBIT target and (2) a favorable comparison of the market price of the Issuer's Class A Common Stock to a predetermined peer group of

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publicly traded companies over a three year (fiscal 2016-2018) period. Subject to the achievement of the performance criteria, 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 criteria is achieved, the award expires.

(11) The stock options vest at 33 1/3% on each of the first, second, and third anniversary dates of the grant.

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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