

Stouffer Stephen R
 Form 4
 November 21, 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 *
 Stouffer Stephen R

2. Issuer Name and Ticker or Trading Symbol
 TYSON FOODS INC [TSN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2200 W. DON TYSON PARKWAY

3. Date of Earliest Transaction (Month/Day/Year)
 08/09/2017

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

President Fresh Meats

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

SPRINGDALE, AR 72762

(City) (State) (Zip)

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	08/09/2017		G		350	D	\$ 0
							49,074.6693 (1)
Class A Common Stock	09/19/2017		J(2)		242.041	A	\$ 0
							49,316.7103 (1)
Class A Common Stock	11/16/2017		J(3)		177.065	A	\$ 0
							2,910.1153
	11/17/2017		M(4)		19,587.146	A	\$ 0
							D

Employee Stock Purchase Plan

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Class A Common Stock						68,903.8563 (1)	
Class A Common Stock	11/17/2017	F(5)	8,217	D	\$ 0	60,686.8563 (1)	D
Class A Common Stock	11/17/2017	F(6)	2,977	D	\$ 0	57,709.8563 (1)	D
Class A Common Stock	11/17/2017	A(7)	5,167.035	A	\$ 0	62,876.8913 (8)	D
Class A Common Stock	11/21/2017	S	7,754	D	\$ 79.5453	55,122.8913 (8)	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 Underlying Instrument (Instr. 3)
					V	(A)	(D)	Date Exercisable	
Performance Shares	(4)	11/17/2017		M		21,595	(4)	(4)	Class A Common Stock
Non-Qualified Stock Options (Right to Buy)	\$ 77.97	11/17/2017		A(9)		22,100	11/17/2018	11/17/2027	Class A Common Stock
Performance Shares	(10)	11/21/2017		A		20,668.142	(10)	(10)	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director	10% Owner	Officer	Other
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Stouffer Stephen R
2200 W. DON TYSON PARKWAY
SPRINGDALE, AR 72762

President
Fresh Meats

Signatures

/s/ R. Read Hudson as Stephen R.
Stouffer

11/21/2017

 **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).

(1) Includes 7,096.0863 shares of Class A Common Stock which vested as described in footnote 5; 8,634.783 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 2018 fiscal year if the performance metrics described in the applicable Stock Incentive Agreement are achieved; and, 7,354.251 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.

(2) 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.

(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 21, 2014 the Reporting Person received a grant of 21,959 performance shares which vested (in whole or in part) or expired on November 17, 2017 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 \$8,704 million for the 2015-2017 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 2015-2017 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 17, 2017, 19,587.146 shares vested and are reported herein as acquired non-derivatives securities.

(5) Pursuant to an election made by the Reporting Person, 10,311 shares were sold by the Reporting Person to the Issuer on November 17, 2017, to satisfy tax withholding obligations related to the vesting described in footnote 6.

(6) On November 17, 2017, 7,096.0863 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, 2,977 shares were sold by the Reporting Person to the Issuer on November 17, 2017, to satisfy tax withholding obligations.

(7) Award of Class A Common Stock which vests on November 13, 2020 if the performance metric described in the applicable Stock Incentive Agreement (the Incentive Agreement) are achieved and the Reporting Person is employed by the Issuer on the vesting date. The performance metrics are achievement of a two year (fiscal 2018-2020) cumulative EBIT target as set forth in the Incentive Agreement. If the performance metric is not achieved, the award expires.

(8) Includes 8,634.783 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 2018 fiscal year if the performance metrics described in the applicable Stock Incentive Agreement are achieved; 7,354.251 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 5,167.035 shares of Class A Common Stock which vest on November 13, 2020 if the performance metrics described in the applicable Stock Incentive Agreement are achieved.

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

(10) Award of performance Class A Common Stock which vests on November 13, 2020 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 2018-2020) 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 2018-2020) period. Subject to the achievement of the performance criteria, the performance shares could vest at a level of 50 percent to 200 percent and are reported as derivative securities at the 200 percent level. If neither of the performance criteria is achieved, the award expires.

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