

TYSON FOODS INC  
Form 4  
March 01, 2016

**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 \*  
White Noel W

(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)  
12/17/2015

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 Poultry

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Class A Common Stock            | 12/17/2015                           |  | J <sup>(1)</sup>               |   | 170.6153  | A  | \$ 0                                       |
|                                 |                                      |  |                                |   | 113,289.667   | D  | <sup>(2)</sup>                             |
| Class A Common Stock            | 02/25/2016                           |  | J <sup>(3)</sup>               |   | 499.1548  | A  | \$ 0                                       |
|                                 |                                      |  |                                |   | 9,627.3889  | I  |  |
|                                 |                                      |  |                                |   | 191,742.667   | D  | <sup>(2)</sup>                             |
| Class A Common Stock            | 02/26/2016                           |  | M                              |   | 78,453  | A  | \$ 19.63                                   |
|                                 | 02/26/2016                           |  | S                              |   | 78,453  | D  |  |

Employee Stock Purchase Plan

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|                            |            |  |   |       |            |             |                   |
|----------------------------|------------|--|---|-------|------------|-------------|-------------------|
| Class A<br>Common<br>Stock |            |  |   |       | \$         | 113,289.667 |                   |
|                            |            |  |   |       | 66.02      | <u>(2)</u>  |                   |
|                            |            |  |   |       | <u>(4)</u> |             |                   |
| Class A<br>Common<br>Stock | 03/01/2016 |  | M | 5,312 | <u>(5)</u> | A           | \$ 0 <u>(2)</u> D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title or Number of Shares                                   |
| Non-Qualified Stock Options (Right to Buy) | \$ 19.63   | 02/26/2016                           |  | M                              | 0   | 11/28/2012 11/28/2021                                    | Class A Common Stock 78,4                                   |
| 4.75 Percent Tangible Equity Units         | <u>(5)</u>   | 03/01/2016                           |  | M                              | 5,000   | <u>(5)</u> <u>(5)</u>                                    | Class A Common Stock 5,0                                    |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                      |       |
|--|---------------|-----------|----------------------|-------|
|  | Director      | 10% Owner | Officer              | Other |
| White Noel W<br>2200 DON TYSON PARKWAY<br>SPRINGDALE, AR 72762 |               |           | President<br>Poultry |       |

## Signatures

/s/ Noel W.  
White

03/01/2016

Date

\_\_Signature of  
Reporting Person

## 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 14,037.577 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 11,082.3265 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; includes 23,412.7132 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 includes 12,566.211 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.
    - (3) This is a weighted average price. These shares were sold in multiple transactions on February 26, 2016 at prices ranging from \$65.76 to \$66.18, 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.
    - (4) Represents an election by the Reporting Person to settle prior to maturity the purchase contract component of the 4.75% Tangible Equity Units previously reported by the Reporting Person at the rate of 1.0624 shares of the Issuer's Class A Common Stock per unit.
    - (5)

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.