

TYSON FOODS INC

Form 4

November 30, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LEATHERBY DENNIS**

(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)  
**08/23/2016**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

EVP & CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>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            | 08/23/2016                              |                                                             | G                                    | 7,500                                                                   | D \$ 0                                                                                                             | 135,027.875<br>(1)                                                      | D                                                                 |
| Class A<br>Common<br>Stock            | 09/15/2016                              |                                                             | J(2)                                 | 51.764                                                                  | A \$ 0                                                                                                             | 135,079.639<br>(1)                                                      | D                                                                 |
| Class A<br>Common<br>Stock            | 11/17/2016                              |                                                             | J(3)                                 | 319.5693                                                                | A \$ 0                                                                                                             | 6,152.2356                                                              | I                                                                 |
|                                       | 11/28/2016                              |                                                             | M(4)                                 | 22,465.576                                                              | A \$ 0                                                                                                             |                                                                         | D                                                                 |

Employee  
Stock  
Purchase  
Plan

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|                            |            |      |         |   |      |                    |   |
|----------------------------|------------|------|---------|---|------|--------------------|---|
| Class A<br>Common<br>Stock |            |      |         |   |      | 157,545.215<br>(1) |   |
| Class A<br>Common<br>Stock | 11/28/2016 | F(5) | 10,976  | D | \$ 0 | 146,569.215<br>(1) | D |
| Class A<br>Common<br>Stock | 11/28/2016 | F(6) | 4,577   | D | \$ 0 | 141,992.215<br>(7) | D |
| Class A<br>Common<br>Stock | 11/28/2016 | A(8) | 7,250.9 | A | \$ 0 | 149,243.115<br>(9) | D |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) |          | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                     | 7. Title a<br>Underlyi<br>(Instr. 3) |                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------|----------|----------------------------------------------------------------|---------------------|--------------------------------------|------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                   | (A)      | (D)                                                            | Date<br>Exercisable | Expiration<br>Date                   | Title                  |
| Performance<br>Shares                               | (4)                                                                | 11/28/2016                              |                                                             | M                                    |                                                                                                     |          | 29,164                                                         | (4)                 | (4)                                  | Class<br>Comm<br>Stock |
| Performance<br>Shares                               | (10)                                                               | 11/28/2016                              |                                                             | A(10)                                |                                                                                                     | 29,003.6 |                                                                | (10)                | (10)                                 | Class<br>Comm<br>Stock |
| Non-Qualified<br>Stock Options<br>(Right to Buy)    | \$ 1                                                               | 11/28/2016                              |                                                             | A(11)                                |                                                                                                     | 31,522   |                                                                | 11/28/2017          | 11/28/2026                           | Class<br>Comm<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address               | Relationships                    |
|----------------------------------------------|----------------------------------|
|                                              | Director 10% Owner Officer Other |
| LEATHERBY DENNIS<br>2200 W DON TYSON PARKWAY | EVP & CFO                        |

SPRINGDALE, AR 72762

## Signatures

/s/ Dennis

Leatherby

11/30/2016

\*\*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).
  - (1) Includes 9,368,014 shares of Class A Common Stock which vested as described in footnote 6; 7,539,016 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; and, 8,513,437 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 22, 2013 the Reporting Person received a grant of 29,164 performance shares which vested (in whole or in part) or expired on November 28, 2016 subject to the achievement of performance metrics in the applicable Stock Incentive Agreement. The performance metrics were (a) a cumulative adjusted earnings before interest and taxes (EBIT) target of \$6,344 million for the 2014-2016 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 2014-2016 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 28, 2016, 22,465,576 shares vested and are reported herein as acquired non-derivatives securities.
  - (5) Pursuant to an election made by the Reporting Person, 10,976 shares were sold by the Reporting Person to the Issuer on November 28, 2016, to satisfy tax withholding obligations related to the vesting described in footnote 4.
  - (6) On November 28, 2016, 9,368,014 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, 4,577 shares were sold by the Reporting Person to the Issuer on November 28, 2016, to satisfy tax withholding obligations.
  - (7) Includes 7,539,016 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; and includes 8,513,437 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.
  - (8) Award of Class A Common Stock which vests on November 18, 2019 if the performance metric described in the applicable Stock Incentive Agreement is achieved. The performance metric is achievement of a three year (fiscal 2017-2019) cumulative EBIT target as set forth in the Stock Incentive Agreement. If the performance metric is not achieved, the award expires.
  - (9) Includes 7,539,016 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; 8,513,437 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 7,250.9 shares of Class A Common Stock which vest on November 18, 2019 if the performance metric described in the applicable Stock Incentive Agreement is achieved.
  - (10) Award of performance Class A Common Stock which vests on November 18, 2019 if the performance metrics described in the applicable Stock Incentive Agreement are achieved. The performance metrics set forth in the Stock Incentive Agreement are (1) achievement of a three year (fiscal 2017-2019) 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 2017-2019) period. Subject to the achievement of the performance metrics, 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 metrics are 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.

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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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