

Hayes Thomas P
Form 4
December 20, 2017

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hayes Thomas P

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)
11/28/2017

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

President and CEO

(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	11/28/2017		J(1)		8,581	D	\$ 0
						(2)	103,309.6523
Class A Common Stock	12/18/2017		J(3)		285.394	A	\$ 0
						(4)	103,595.0463
Class A Common Stock	12/19/2017		M		41,745	A	\$ 42.26
						(4)	145,340.0463
Class A Common	12/19/2017		M		12,254	A	\$ 50
						(4)	157,594.0463

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Stock

Class A Common Stock	12/19/2017	M	14,749	A	\$ 58.34	172,343.0463 (4)	D
Class A Common Stock	12/19/2017	S	31,454	D	\$ 81.564 (5)	140,889.0463 (4)	D
Class A Common Stock	12/19/2017	S	9,829	D	\$ 81.721	131,060.0463 (4)	D
Class A Common Stock	12/19/2017	S	12,591	D	\$ 81.714 (6)	118,469.0463 (4)	D
Class A Common Stock	12/20/2017	J(1)	14,874	D	\$ 0	103,595.0463 (4)	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 and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Securities
Non-Qualified Stock Options (Right to Buy)	\$ 42.26	12/19/2017		M		41,745		11/21/2015	11/21/2024	Class A Common Stock	41,745
Non-Qualified Stock Options (Right to Buy)	\$ 50	12/19/2017		M		12,254		11/30/2016	11/30/2025	Class A Common Stock	12,254
Non-Qualified Stock Options (Right to Buy)	\$ 58.34	12/19/2017		M		14,749		11/28/2017	11/28/2026	Class A Common Stock	14,749

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hayes Thomas P 2200 W. DON TYSON PARKWAY SPRINGDALE, AR 72762	X		President and CEO	

Signatures

/s/ R. Read Hudson by Power of Attorney for Thomas P.
Hayes

12/20/2017

__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) Represents a disposition of shares exempt from Section 16 concurrent reporting requirements pursuant to Rule 16a-12.

Includes 47,814.9497 shares of Class A Common Stock which vest on July 1, 2018 if the performance metrics described in the applicable Stock Incentive Agreement are achieved; 8,634.783 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; 20,644.945 shares of Class A Common Stock which vest on November 18, 2019 if the performance metrics described in the applicable Stock Incentive Agreement are achieved; and 17,634.988 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.

(3) 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.

(4) Includes 47,991.9537 shares of Class A Common Stock which vest on July 1, 2018 if the performance metrics described in the applicable Stock Incentive Agreement are achieved; 8,666.748 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; 20,721.37 shares of Class A Common Stock which vest on November 18, 2019 if the performance metrics described in the applicable Stock Incentive Agreement are achieved; and 17,634.988 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.

(5) This is a weighted average price. These shares were sold in multiple transactions on December 19, 2017 at prices ranging from \$81.50 to \$81.71, 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.

(6) This is a weighted average price. These shares were sold in multiple transactions on December 19, 2017 at prices ranging from \$81.69 to \$81.78, 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.

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