

Stouffer Stephen R
 Form 4
 December 04, 2018

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/29/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Group President Fresh Meats

SPRINGDALE, AR 72762

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

(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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|----------------------------|---|------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 11/29/2018 | | J ⁽¹⁾ | | 8.7594 | A | \$ 0 | 3,157.4563 | I | Employee Stock Purchase Plan |
| Class A Common Stock | 12/01/2018 | | M ⁽²⁾ | | 32,087.254 | A | \$ 0 | 69,989.9371 ⁽³⁾ | D | |
| Class A Common Stock | 12/01/2018 | | F ⁽⁴⁾ | | 12,365 | D | \$ 0 | 57,624.9371 ⁽³⁾ | D | |
| | 12/01/2018 | | F ⁽⁵⁾ | | 2,138 | D | \$ 0 | | D | |

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Class A Common Stock 55,486.9371 (6)

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

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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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Performance Shares | (7) | 12/01/2018 | | M | 33,729.9 | (7) (7) | Class A Common Stock 33,729.9 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Stouffer Stephen R 2200 W. DON TYSON PARKWAY SPRINGDALE, AR 72762 | | | Group President Fresh Meats | |

Signatures

/s/ R. Read Hudson as Power of Attorney for Stephen R. Stouffer 12/04/2018

**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 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.
- (2) On November 30, 2015 the Reporting Person received a grant of 16,864.95 performance shares which vested or expired on December 1, 2018 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 \$6,877 million for the

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2016-2018 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 2016-2018 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 December 1, 2018, 32,087.254 shares vested and are reported herein as acquired non-derivatives securities and 1,642.646 shares expired.

- (3) Includes 8,779.732 shares of Class A Common Stock which vested on December 1, 2018 as described in footnote 5; 7,477.704 shares of Class A Common Stock which vest on November 18, 2019 if the performance metric described in the applicable Stock Incentive Agreement ("SIA") is achieved; 5,253.773 shares of Class A Common Stock which vest on November 13, 2020 if the performance metric described in the applicable SIA is achieved; and 7,152.474 shares of Class A Common Stock which vest on November 29, 2021 if the performance metric described in the applicable SIA is achieved.
- (4) Pursuant to an election made by the Reporting Person, 12,365 shares were sold by the Reporting Person to the Issuer to satisfy tax withholding obligations related to the vesting described in footnote 2.
- (5) On December 1, 2018, 8,779.732 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, 2,138 shares were sold by the Reporting Person to the Issuer to satisfy tax withholding obligations.
- (6) Includes 7,477.704 shares of Class A Common Stock which vest on November 18, 2019 if the performance metric described in the applicable SIA is achieved; 5,253.773 shares of Class A Common Stock which vest on November 13, 2020 if the performance metric described in the applicable SIA is achieved; and 7,152.474 shares of Class A Common Stock which vest on November 29, 2021 if the performance metric described in the applicable SIA is achieved.
- (7) A portion of these performance shares vested as described in footnote 2. The remainder of the award expired.

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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