

TYSON FOODS INC

Form 4

December 02, 2015

**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 \*  
**TYSON JOHN H**

(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)

**09/15/2015**

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)

Chairman of the Board

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<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 Owned<br>Following 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>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Class A<br>Common<br>Stock            | 09/15/2015                              |                                                             | J <sup>(1)</sup>                     | 134.0938                                                                | A \$ 0                                                                                                       | 2,054,689.0938<br>(2)                                                   | D                                                                              |
| Class A<br>Common<br>Stock            | 11/19/2015                              |                                                             | J <sup>(3)</sup>                     | 260.9212                                                                | A \$ 0                                                                                                       | 113,739.9212                                                            | I<br>Employee<br>Stock<br>Purchase<br>Plan                                     |
| Class A<br>Common<br>Stock            | 11/30/2015                              |                                                             | A <sup>(4)</sup>                     | 33,305.565                                                              | A \$ 0                                                                                                       | 2,087,994.6588<br>(2)                                                   | D                                                                              |
| Class A                               | 11/30/2015                              |                                                             | S <sup>(5)</sup>                     | 15,075                                                                  | D \$ 50                                                                                                      | 2,072,919.6588                                                          | D                                                                              |

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|                      |            |      |            |   |       |                       |   |
|----------------------|------------|------|------------|---|-------|-----------------------|---|
| Common Stock         |            |      |            |   |       | (2)                   |   |
| Class A Common Stock | 11/30/2015 | M(6) | 98,347.108 | A | \$ 0  | 2,171,266.7668<br>(2) | D |
| Class A Common Stock | 11/30/2015 | S(7) | 44,515     | D | \$ 50 | 2,126,751.7668<br>(2) | D |
| Class A Common Stock | 11/30/2015 | A(8) | 25,050.835 | A | \$ 0  | 2,151,802.6018<br>(2) | 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.**

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 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 of Underlying Instrument (Instr. 3) |                 |         |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|----------------------------------------------|-----------------|---------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                             | Expiration Date | Title   |
| Performance Shares                         | (6)                                                    | 11/30/2015                           |                                                    | M                              |                                                                                         | 103,306                                                  |     | (6)                                          | (6)             | CI Co S |
| Performance Shares                         | (9)                                                    | 11/30/2015                           |                                                    | A(9)                           |                                                                                         | 100,203.34                                               |     | (9)                                          | (9)             | CI Co S |
| Non-Qualified Stock Options (Right to Buy) | \$ 50                                                  | 11/30/2015                           |                                                    | A(10)                          |                                                                                         | 109,202                                                  |     | 11/30/2016                                   | 11/30/2025      | CI Co S |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships                    |
|----------------------------------------------------------------|----------------------------------|
|                                                                | Director 10% Owner Officer Other |
| TYSON JOHN H<br>2200 DON TYSON PARKWAY<br>SPRINGDALE, AR 72762 | X Chairman of the Board          |

## Signatures

/s/ R. Read Hudson as Power of Attorney for John  
Tyson

12/02/2015

\_\_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 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.

(2) Includes 19,997.6839 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 criterion described in the applicable Stock Incentive Agreement is achieved; and 21,504.0458 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 criterion described in the applicable Stock Incentive Agreement is achieved.

(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 26, 2012, the Reporting Person received a grant of restricted Class A Common Stock which were scheduled to vest on November 30, 2015 provided the Company achieved adjusted EBIT of more than \$100 million in the aggregate for the 2013-2015 fiscal years. On November 30, 2015, 33,305.565 shares of restricted Class A Common Stock vested.

(5) Pursuant to an election made by the Reporting Person, these shares were sold by the Reporting Person to the Issuer on November 30, 2015, to satisfy tax withholding obligations related to the vesting described in footnote 4.

(6) On November 26, 2012 the Reporting Person received a grant of performance shares which vested or expired on November 30, 2015 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 \$3,844 million for the 2013-2015 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 2013-2015 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 30, 2015, 98,347.1080 shares vested and are reported herein as acquired non-derivatives securities.

(7) Pursuant to an election made by the Reporting Person, these shares were sold by the Reporting Person to the Issuer on November 30, 2015, to satisfy tax withholding obligations related to the vesting described in footnote 6.

(8) Award of Class A Common Stock which vests 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 criterion described in the applicable Stock Incentive Agreement is achieved. The performance criterion is achievement of a three year (fiscal 2016-2018) cumulative EBIT target as set forth in the Stock Incentive Agreement. If the performance criterion is not achieved, the award expires.

(9) Award of performance Class A Common Stock which vests 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. The performance criteria are (1) achievement of a three year (fiscal 2016-2018) cumulative EBIT target as set forth in the Incentive Agreement and (2) a favorable comparison of the market price of the Issuer's Class A Common Stock to a peer group of publicly traded companies selected by the Compensation Committee of the Board of Directors of Issuer over a three year (fiscal 2016-2018) period, as more particularly described in the Stock Incentive Agreement. Subject to the achievement of the performance criteria in the applicable Stock Incentive Agreement, 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 criteria is achieved, the award expires.

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

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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