

TYSON FOODS INC  
Form 4  
November 30, 2016

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Callahan Andrew P

(Last) (First) (Middle)  
400 S. JEFFERSON STREET  
(Street)

CHICAGO, IL 60607

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
TYSON FOODS INC [TSN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/20/2016

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)

Pres Retail Packaged Brands

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  |  |   |
| Class A Common Stock            | 09/20/2016                           |  | J <sup>(1)</sup>               |   | 603.8527  | A  | \$ 0  |
|                                 |                                      |  |                                |   | 63,497.016 <sup>(2)</sup>   | D  |   |
| Class A Common Stock            | 11/17/2016                           |  | J <sup>(3)</sup>               |   | 1,066.4538  | A  | \$ 0  |
|                                 |                                      |  |                                |   | 1,066.4538  | I  | Employee Stock Purchase Plan                          |
| Class A Common Stock            | 11/28/2016                           |  | A <sup>(4)</sup>               |   | 7,250.9   | A  | \$ 0  |
|                                 |                                      |  |                                |   | 70,747.916 <sup>(5)</sup>   | D  |   |

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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 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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title   |
| Non-Qualified Stock Options (Right to Buy) | \$ 58.34   | 11/28/2016                           |  | A <sup>(6)</sup>               | 31,522  | 11/28/2017 11/28/2026                                    | Class A Common Stock                              |
| Performance Shares                         | <u>(7)</u>   | 11/28/2016                           |  | A <sup>(7)</sup>               | 29,003.6  | <u>(7)</u> <u>(7)</u>                                    | Class A Common Stock                              |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| Callahan Andrew P<br>400 S. JEFFERSON STREET<br>CHICAGO, IL 60607 |               |           | Pres Retail Packaged Brands |       |

## Signatures

/s/ R. Read Hudson by Power of Attorney for Andrew P. Callahan 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).

- 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.
- Includes 7,840.583 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; 47,142.996 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; and 8,513.437 shares of Class A Common Stock which vest on December 1, 2018 if the

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performance metric described in the applicable Stock Incentive Agreement is achieved.

Represents shares of the Issuer's Class A Common Stock purchased for the Reporting Person's account under the Issuer's Employee Stock

- (3) 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.
- Award of Class A Common Stock which vests on November 18, 2019 if the performance metric described in the applicable Stock
- (4) 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.
- Includes 7,840.583 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; 47,142.996 shares of Class A Common Stock which vest on July 1, 2018 if the performance metrics described in the applicable
- (5) 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; 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.
- (6) The stock options vest at 33 1/3% on each of the first, second, and third anniversary dates of the grant.
- 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
- (7) 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.

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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